

CVS HEALTH Corp
Form 11-K
June 22, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the fiscal year ended December 31, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from to

Commission File Number: 001-01011

401(k) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN
OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES

(Full title of the Plan)

CVS HEALTH CORPORATION

(Name of issuer of the securities held pursuant to the plan)

One CVS Drive

Woonsocket, RI 02895

(Address of principal executive offices of issuer)

401(k) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN
OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES
YEARS ENDED DECEMBER 31, 2017 AND 2016

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Report of Independent Registered Public Accounting Firm

To the Plan Participants and the Plan Administrator of

401(k) Plan and the Employee Stock Ownership

Plan of CVS Health Corporation and Affiliated Companies

Opinion on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of 401(k) Plan and the Employee Stock Ownership Plan of CVS Health Corporation and Affiliated Companies (the Plan) as of December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2017 and 2016, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on the Plan’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Plan’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2017, has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The information in the supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the information, we evaluated whether such information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Ernst & Young LLP

We have served as the Plan's auditor since 2008.

Boston, Massachusetts
June 22, 2018

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401(k) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN
OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES

Statements of Net Assets Available for Benefits

December 31, 2017 and 2016

| | 2017 | 2016 |
|--|-------------------|------------------|
| Assets: | | |
| Investments at fair value: | | |
| Cash | \$ 63,045 | \$ 952 |
| Mutual funds (Note 2 (b)) | 4,236,913,763 | 5,473,007,990 |
| Common stock (Note 2 (b)) | 2,079,949,793 | 1,963,170,504 |
| Common collective trust funds (Note 2 (b)) | 3,574,769,660 | 1,065,838,460 |
| Total investments at fair value | 9,891,696,261 | 8,502,017,906 |
| Fully benefit-responsive investments at contract value: | | |
| Guaranteed investment contracts (Note 2 (b)) | 5,108,525 | 10,041,804 |
| Synthetic guaranteed investment contracts (Note 2 (b)) | 374,357,966 | 327,623,711 |
| Security-backed investment contracts (Note 2 (b)) | 409,734,820 | 383,746,214 |
| Total fully benefit-responsive investments at contract value | 789,201,311 | 721,411,729 |
| Total investments | 10,680,897,572 | 9,223,429,635 |
| Receivables: | | |
| Interest and dividends (Note 2 (g)) | 891,252 | 2,316,132 |
| Employer contributions (Note 1 (c)) | 11,518,660 | 10,572,288 |
| Notes receivable from participants (Note 4) | 218,673,141 | 206,594,433 |
| Pending securities settlements (Note 2 (f)) | 20,827,046 | — |
| Total receivables | 251,910,099 | 219,482,853 |
| Total assets | 10,932,807,671 | 9,442,912,488 |
| Liabilities: | | |
| Accrued expenses and other liabilities | (9,569,833) | (8,639,440) |
| Total liabilities | (9,569,833) | (8,639,440) |
| Net assets available for benefits | \$ 10,923,237,838 | \$ 9,434,273,048 |

See accompanying notes to financial statements.

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401(k) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN
OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2017 and 2016

| | 2017 | 2016 |
|--|-------------------|------------------|
| Investment activity: | | |
| Interest and dividend income (Note 2 (g)) | \$ 149,545,013 | \$ 167,420,878 |
| Realized and unrealized gains (Notes 3 and 5) | 1,252,565,286 | 142,830,007 |
| Total investment activity | 1,402,110,299 | 310,250,885 |
| Participant loan interest (Note 4) | 8,757,857 | 7,779,555 |
| Contributions: | | |
| Employer contributions (Note 1 (c)) | 287,350,822 | 263,550,780 |
| Employee contributions (Note 1 (c)) | 483,467,516 | 435,827,758 |
| Rollovers | 66,770,593 | 125,262,935 |
| Total contributions | 837,588,931 | 824,641,473 |
| Deductions: | | |
| Benefits paid to participants (Notes 1 (f) and 2 (c)) | 738,187,015 | 602,708,027 |
| Administrative expenses (Note 1 (g)) | 21,305,282 | 21,328,332 |
| Total deductions | 759,492,297 | 624,036,359 |
| Net increase in net assets for the year before transfers | 1,488,964,790 | 518,635,554 |
| Omnicare assets transferred in (Note 1 (a)) | — | 503,810,387 |
| Net increase in net assets for the year | 1,488,964,790 | 1,022,445,941 |
| Net assets beginning of the year | 9,434,273,048 | 8,411,827,107 |
| Net assets end of the year | \$ 10,923,237,838 | \$ 9,434,273,048 |

See accompanying notes to financial statements.

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401(k) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN
OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES

Notes to Financial Statements

Years Ended December 31, 2017 and 2016

Note 1 - Plan Description

The following description of the 401(k) Plan and the Employee Stock Ownership Plan of CVS Health Corporation (“CVS Health” or the “Company”) and Affiliated Companies (the “Plan” or “Future Fund”) provides only general information. Participants should refer to the Plan documents for a more complete description of the Plan’s provisions.

(a) Background

The Plan was established as of January 1, 1989. The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended. The general administration of the Plan and the responsibility for carrying out the provisions of the Plan are maintained by a committee (the “Benefit Plans Committee”) of not less than three persons appointed by the Board of Directors of CVS Health, the sponsor of the Plan. In accordance with the provisions of the Plan, the Benefit Plans Committee has appointed an Administrative Subcommittee (the “Plan Administrator”) and an Investment Subcommittee and delegated certain fiduciary duties and responsibilities to each of the Subcommittees. The Benefit Plans Committee also appointed Conduent HR Services, LLC as the recordkeeper to assist with administering the Plan (the “Recordkeeper”) and the Bank of New York Mellon as the trustee (the “Trustee”). The Recordkeeper maintains participant account records and works with the Trustee to execute transactions such as benefit payments to participants. The Trustee holds the assets of the Plan and executes transactions at the direction of the Plan Administrator.

As part of the purchase of Omnicare, Inc. (“Omnicare”) on August 18, 2015, the Company assumed sponsorship of the Omnicare Employees’ Savings and Investment Plan (“S&I Plan”) and the NeighborCare, Inc. Union 401(k) Plan (“NeighborCare”). On December 31, 2016, the S&I Plan and NeighborCare were merged into the Plan. The S&I Plan was a defined contribution plan established in 1981 by Omnicare covering all full-time employees of Omnicare. NeighborCare was a defined contribution plan established in 2003 by NeighborCare, Inc., a subsidiary of Omnicare.

Omnicare employees who were eligible to participate in the S&I Plan and NeighborCare on or before

December 1, 2016, became eligible to participate in the Plan effective January 1, 2017. The mergers resulted in a total transfer of assets with a value of \$503,810,387 into the Plan on December 31, 2016, which have been included in the Statement of Net Assets Available for Benefits as of December 31, 2016 and the Statement of Changes in Net Assets Available for Benefits for the year then ended.

(b) Eligibility

Employees are eligible to participate in the Plan upon attainment of age 21 and on the earliest of:

- The first payroll of the month following 90 continuous days of service as a full-time employee;
- The first payroll of the month following completion of 12 months of service beginning on the employee's hire date with at least 1,000 hours worked; or
- The first payroll of the month following completion of at least 1,000 hours of service in the course of one calendar year.

Employees referred to above are defined as regular employees of the Company other than:

- A nonresident alien receiving no United States ("U.S.") earned income from the Company;
- A resident of Puerto Rico;
- An individual covered under a collective bargaining agreement (unless the agreement provides for membership);
- A leased employee (as defined in the Internal Revenue Code (the "Code"));
- A temporary employee (as determined by the Company); or
- An independent contractor or consultant (as defined by the Company).

(c) Contributions

Participants may direct the Company to contribute to their accounts from 1% to 85%, as a percentage or dollar amount, of the eligible compensation that would otherwise be due to them. Percentages can be elected in multiples of 1%, pursuant to a salary reduction agreement. Each participant's total elective deferrals for any calendar year may not exceed 85% of eligible compensation or the maximum elective deferral allowed by the Code, whichever is less, as

specified in the Plan document. The maximum elective deferral allowed by the Code was \$18,000 for 2017 and 2016.

Plan participants are eligible to receive Company matching contributions on the first payroll following the completion of one year of service with the Company. The Plan provides an annual match of 100% up to 5% of an employee's eligible compensation contributed to the Plan. The maximum annual match per participant was \$13,500 for 2017 and \$13,250 for 2016.

All employees that are age 50 or over, before December 31 of the calendar year and who contribute the maximum amount to the Plan (as dollar limit or percentage) are permitted to make additional catch-up contributions. Catch-up contributions may be made up to an additional \$6,000 for 2017 and 2016.

(d) Participant's Account

Each participant's account is credited with an allocable share of the participant's selected Plan investments and any unrealized appreciation or depreciation and interest and dividends of those investments.

(e) Vesting

Participants are 100% vested in participant and Company matching contributions.

Participants whose account balances have been transferred into the Plan from other defined contribution plans maintain at least the degree of vesting in the account that they had at the time of the transfer. Participants are always fully vested in and have a non-forfeitable right to (1) their accounts upon retirement, death or disability and (2) any elective deferrals described in Note 1(c) and any rollover amounts they make to the Plan.

(f) Payment of Benefits

Upon termination of service by a participant, the Recordkeeper works with the Trustee to pay to the participant his or her benefit under one or more options, such as a single lump sum (including a rollover) or in equal annual installments over a period not to exceed the participant's expected lifetime.

(g) Administrative Expenses

Administrative expenses specifically attributable to the Plan and not covered by forfeitures were funded by the Plan for 2017 and 2016. Trustee's fees were paid by the Plan for 2017 and 2016.

(h) Forfeitures

On a participant's termination date, any unvested portion of the participant's account is forfeited at the earlier of distribution or five years from the date of termination. As a result of the merger of the S&I Plan and NeighborCare into the Plan (see Note 1(a)), the Plan contains vesting schedules for Company matching contributions which could lead to forfeited matching contributions if a participant does not satisfy the criteria to vest the contributions on the termination date. If a former participant resumes employment and eligibility in the Plan within five years of termination, any amounts previously forfeited are restored to the participant's account, but remain subject to the vesting provisions of the Plan. Forfeitures during any plan year are applied as follows: (i) to restore amounts previously forfeited by participants but required to be reinstated upon resumption of employment; (ii) to pay administrative expenses of the Plan; or (iii) to the extent allowed by law reduce future CVS Health contributions. If forfeitures for any plan year are insufficient to restore the required forfeitures, CVS Health shall contribute the balance required for that purpose.

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There were no cash forfeitures restored to participants upon resumption of employment in 2017 or 2016. The forfeitures for each year were applied to the administrative expenses of the Plan.

(i) Investment Options

Upon enrollment in the Plan, a participant elects to direct contributions or investment balances to the investment fund options offered by and subject to the restrictions under the Plan. Participants may modify investment elections daily thereafter, subject to certain restrictions. The Plan's investments are composed of guaranteed insurance contracts, securities of CVS Health, marketable mutual funds, security-backed investment contracts, common collective trusts, and separately managed funds (composed of marketable securities). The following is a brief explanation of each fund's investment objectives:

Aggressive Lifestyle Fund

This fund may be appropriate for those who can keep their money invested for at least 10 years or who are willing to accept a higher level of risk. The fund invests in other Future Fund investment options: Small Cap Growth, Small Cap Value, International Equity, International Equity Index, Large Cap Growth, Core Equity, Growth & Income, Diversified Bond, and Alternative Strategy Fund (Blackrock Global Allocation Collective Fund M). This fund has the following composite benchmark: Russell 1000 Index, Barclays Capital Aggregate Bond Index, Standard & Poors ("S&P") 500 Index, Morgan Stanley Capital International ("MSCI") All Country World Index excluding the United States ("MSCI ACWI EX US") Index, MSCI ACWI Index, Barclays Global Aggregate, and the Russell 2000 Index.

Conservative Lifestyle Fund

This fund may be appropriate for investors who will need access to their money in less than five years or who want to minimize their investment risk. The fund invests in other Future Fund investment options: Small Cap Growth, Small Cap Value, International Equity, International Equity Index, Large Cap Growth, Core Equity, Growth & Income, Inflation-Protected Bond, Diversified Bond, U.S. Bond Index and Stable Value. This fund has the following composite benchmark: Russell 1000 Index, Barclays Capital Aggregate Bond Index, Barclays Capital US TIPS Index, S&P 500 Index, 3-Year U.S. Treasury Index, Russell 2000 Index, and the MSCI ACWI EX US Index.

Core Equity Fund

The Vanguard Institutional 500 Index Trust Fund (a common collective trust fund) seeks to replicate the total return of the S&P 500 Index by investing in stocks that make up the index. The S&P 500 Index consists mainly of large companies and represents approximately 75% of the U.S. stock market value. During 2017, this Fund was changed from the Vanguard Institutional 500 Index Fund (a mutual fund).

CVS Health Common Stock Fund

CVS Health Common Stock Fund seeks long-term growth and dividend income by purchasing shares of CVS Health common stock.

Diversified Bond Fund

The fund is co-managed by Loomis Sayles, Dodge & Cox, and Vanguard exclusively for Future Fund participants and seeks to outperform the Barclays Capital Aggregate Bond Index. Investments may include government and corporate debt securities, mortgage and other asset-backed securities, money market instruments, and derivatives.

Global Equity Fund

The American Funds New Perspective Fund seeks long-term growth of capital by investing in a variety of foreign and domestic companies. The fund tries to outperform the MSCI All Country World Index, which measures the performance of U.S. and international stock markets.

Growth and Income Fund

The fund is co-managed by Columbia Threadneedle, Mellon Capital, and Barrow Hanley exclusively for Future Fund participants and seeks long-term growth of capital and dividend income through participation in the stock market. This fund invests primarily in the common stock of U.S.-based, well-established, medium- to large-sized companies.

Inflation-Protected Fund

The Vanguard Inflation-Protected Securities Fund seeks to provide investors inflation protection and income, consistent with investments in inflation-indexed securities. This fund invests at least 80% of its assets in inflation-indexed bonds issued by the U.S. government, its agencies and instrumentalities, and corporations.

International Equity Fund

The fund is co-managed by Templeton, American Funds, and Vanguard exclusively for Future Fund participants and invests mainly in the common stock of companies based in international, developed-market countries, but will also include investments in developing, emerging-market countries.

International Equity Index Fund

The Vanguard Developed Markets Index Fund seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in the major markets of Europe and the Pacific region. The fund employs a passive management investment approach designed to track the performance of the

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FTSE Developed Markets EX North America Index, a broadly diversified index of foreign, developed-market stocks.

Large Cap Growth Fund

The fund is co-managed by Columbus Circle, T. Rowe Price, and Mellon Capital exclusively for Future Fund participants and seeks long-term growth of capital through participation in the stock market. The fund invests primarily in the common stock of established large companies that are based in the United States and that represent industries expected to out-perform the stock market as a whole.

Mid Cap Index Fund

The Vanguard Mid Cap Index Fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks. The fund employs a passive management investment approach designed to track the performance of the Center for Research in Security Prices (“CRSP”) Mid Cap Index, a broadly diversified index of the stocks of medium-size U.S. companies.

Moderate Lifestyle Fund

This fund may be appropriate for investors who can keep their money invested for at least five years. The fund invests in other Future Fund investment options: Small Cap Growth, Small Cap Value, International Equity, International Equity Index, Large Cap Growth, Core Equity, Growth & Income, Inflation-Protected Bond, Diversified Bond, U.S. Bond Index Fund, and Stable Value Fund. This fund has the following composite benchmark: Russell 1000 Index, Barclays Capital Aggregate Bond Index, Barclays Capital US TIPS Index, S&P 500 Index, MSCI ACWI EX US Index, Russell 2000 Index, and the 3-Year U.S. Treasury Index.

Small Cap Growth Fund

The Vanguard Explorer Fund Admiral Shares seeks long-term growth of capital and dividend income through participation in the stock market. The fund invests primarily in stocks of relatively small companies, making it a high-risk investment with potential for large rewards.

Small Cap Index Fund

The Vanguard Small Cap Index Fund seeks to track the performance of a benchmark index that measures the investment return of small capitalization stocks. This fund employs a passive management investment approach designed to track the performance of the CRSP US Small Cap Index, a broadly diversified index of the stocks of smaller U.S. companies.

Small Cap Value Fund

The fund is co-managed by Dimensional Fund Advisors, Sapience Investments, and Vanguard exclusively for Future Fund participants and seeks long-term growth by investing primarily in stocks of small- to medium-sized

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companies, which either are believed to offer superior earnings growth or appear to be undervalued. During 2017, Sapience Investments and Vanguard replaced Wells Fargo Pelican.

Stable Value Fund

The fund is managed by Galliard Capital Management exclusively for Future Fund participants and seeks to preserve capital while generating a steady rate of return higher than money market funds. The fund's investments consist of highly rated insurance company contracts and bank investment contracts.

U.S. Bond Index Fund

The Vanguard Total Bond Market Index Trust Fund (a common collective trust fund) seeks to generate returns that track the performance of the Barclays Capital Aggregate Bond Index and will maintain a dollar-weighted average maturity consistent with that of the index. During 2017, this Fund was changed from the Vanguard Total Bond Market Fund (a mutual fund).

Socially Responsible Fund

The Neuberger Berman Socially Responsive Fund seeks long-term growth of capital by investing primarily in securities of companies that meet its value-oriented financial, environmental, social and governance criteria. The Fund invests primarily in the common stocks of mid- to large-capitalization companies across different industries.

Note 2 - Summary of Significant Accounting Policies

(a) Basis of Presentation

The Plan prepares its financial statements in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), which include the application of accrual accounting.

(b) Investment Valuation

The value of the investments held at December 31, 2017 and 2016 are stated at fair value with the exception of the fully benefit-responsive investment contracts. Shares of mutual funds are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. CVS Health common stock and common stock owned directly in the Small Cap Value Fund, the Growth and Income Fund, and the Large Cap Growth Fund separately managed funds, are valued based upon quoted market prices.

The Plan invests in fully benefit-responsive Guaranteed Investment Contracts (“GICs”) and synthetic GICs, and fully benefit-responsive security-backed investment contracts. Synthetic GICs are investment contracts issued by an insurance company or other financial institution, backed by a portfolio of bonds that are owned by the Plan. GICs and security-backed contracts are investment contracts issued by an insurance company backed by a portfolio underlying the contract that is maintained separately from the contract issuer’s general assets. Contract

value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the fully benefit-responsive investment contracts represents contributions plus earnings, less participant withdrawals and administrative expenses.

Common Collective Trust (“CCT”) funds are valued at the net asset value (“NAV”) as permitted by practical expedient and reported by the respective funds at each valuation date. The use of NAV is deemed appropriate as these types of investments do not have finite lives or significant restrictions on redemptions.

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants’ account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

(c) Benefits Paid

Distributions of benefits are recorded when paid.

(d) Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

(e) Accrual Basis of Accounting

The Plan utilizes the accrual basis of accounting.

(f) Purchases and Sales of Securities

Purchases and sales of securities are made on a trade-date basis. Due to timing of settlements, there may be pending transactions as of the financial statement date that result in a receivable or payable to the Plan.

(g) Investment Income

Dividend and interest income is recorded when earned. Net appreciation and depreciation include the Plan's gains and losses on investments bought and sold as well as held during the year.

(h) Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Notes receivable are collateralized by the participant's account balance and bear interest at a market rate (Prime + 1%). If a participant ceases to make loan repayments, the outstanding loan balance will be deemed defaulted and result in a taxable event to the participant.

Note 3 - Fair Value Measurements

The Plan uses the three-level hierarchy for the recognition and disclosure of fair value measurements. The categorization of assets and liabilities within this hierarchy is based upon the lowest level of input that is significant to the measurement of fair value. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy consist of the following:

- Level 1 — Inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.
- Level 2 — Inputs to the valuation methodology are quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the instrument.
- Level 3 — Inputs to the valuation methodology are unobservable inputs based upon management's best estimate of inputs market participants could use in pricing the asset or liability at the measurement date, including assumptions about risk.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level of input that is significant to the fair value measure in its entirety.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

CCT funds: Valued at the NAV as permitted by practical expedient and reported by the respective funds at each valuation date. The use of NAV is deemed appropriate as these types of investments do not have finite lives or significant restrictions on redemptions.

GICs: These contracts meet the fully benefit-responsive investment contract criteria and are reported at contract value.

Security-backed investment contracts and synthetic GICs: These contracts meet the fully benefit-responsive investment contract criteria, and the underlying securities, collective funds, and wrapper contracts are reported at contract value.

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Mutual funds: Valued at the NAV of shares held by the Plan at year-end which are reported on an active market.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

The market value of CVS Health Common Stock was \$72.50 and \$78.91 per share at December 31, 2017 and 2016, respectively. The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017 and 2016:

| | Investments at December 31, 2017 | | | Valuation |
|--|----------------------------------|----------------------|-------------------|-------------------|
| | Investments at | | | techniques |
| | fair value as | Valuation techniques | incorporating | |
| | determined by | based on | information other | |
| | quoted prices | observable | than observable | |
| | in active markets | market data | market data | |
| | (Level I) | (Level II) | (Level III) | Total |
| Cash | \$ 63,045 | \$ — | \$ — | \$ 63,045 |
| Mutual funds | 4,236,913,763 | — | — | 4,236,913,763 |
| Common stock | 2,079,949,793 | — | — | 2,079,949,793 |
| Total investments at fair value | \$ 6,316,926,601 | \$ — | \$ — | 6,316,926,601 |
| Cash equivalents (1) | | | | 201,904,330 |
| Stable value funds (2) | | | | 327,041,410 |
| Bond funds (3) | | | | 747,715,020 |
| Large cap funds (3) | | | | 2,298,108,900 |
| Total common collective trust funds at NAV | | | | 3,574,769,660 |
| GICs | | | | 5,108,525 |
| Synthetic GICs | | | | 374,357,966 |
| Security-backed contracts | | | | 409,734,820 |
| Total investments at contract value | | | | 789,201,311 |
| Total investments | | | | \$ 10,680,897,572 |

| | Investments at December 31, 2016 | | | Valuation |
|--|----------------------------------|----------------------|-------------------|------------------|
| | Investments at | Valuation techniques | | techniques |
| | fair value as | Valuation techniques | | incorporating |
| | determined by | based on | information other | |
| | quoted prices | observable | than observable | |
| | in active markets | market data | market data | |
| | (Level I) | (Level II) | (Level III) | Total |
| Cash | \$ 952 | \$ — | \$ — | \$ 952 |
| Mutual funds | 5,473,007,990 | — | — | 5,473,007,990 |
| Common stock | 1,963,170,504 | — | — | 1,963,170,504 |
| Total investments at fair value | \$ 7,436,179,446 | \$ — | \$ — | 7,436,179,446 |
| Cash equivalents (1) | | | | 235,844,273 |
| Stable value funds (2) | | | | 320,982,209 |
| Large cap funds (3) | | | | 416,709,536 |
| Target retirement funds (4) | | | | 92,302,442 |
| Total common collective trust funds at NAV | | | | 1,065,838,460 |
| GICs | | | | 10,041,804 |
| Synthetic GICs | | | | 327,623,711 |
| Security-backed contracts | | | | 383,746,214 |
| Total investments at contract value | | | | 721,411,729 |
| Total investments | | | | \$ 9,223,429,635 |

(1) This category includes common collective trust funds that are designed to seek as high of a level of current income as is consistent with the preservation of capital and the maintenance of liquidity. Participant-directed redemptions and the Plan have no restrictions across the funds.

(2) This category includes common collective trust funds that are designed to deliver safety and stability by preserving principal and accumulating earnings. Participant-directed redemptions and the Plan have no restrictions across the funds; however, the Plan is required to provide a one-year redemption notice for the Galliard Managed Income Fund and the Putnam Stable Value Fund to liquidate its entire share.

(3) These categories include common collective trust funds that are designed to track the performance of various indices. Participant-directed redemptions and the Plan have no restrictions across the funds; however, the Plan is required to provide a 60-day redemption notice for the BlackRock Global Allocation Collective Fund to liquidate its entire share.

(4) This category includes common collective trust funds that are age-based and allocate investments based on target retirement date. There are no redemption restrictions on these funds.

Note 4 - Notes Receivable from Participants

Participants may obtain loans from the Plan utilizing funds accumulated in their accounts. The minimum amount that may be borrowed is \$1,000. Participants can borrow up to 50% of their vested account balance but not more than \$50,000, less their highest outstanding loan balance during the previous twelve months. The loans are repaid to the Plan through after-tax payroll deductions. The term of the loan is selected at the discretion of the participant, but may not exceed five years for a general loan and twenty-five years for a primary residence loan, except that primary residence loans initiated under the former CareSave plan, which transferred into the Plan as of December 31, 2012, were permitted to have a maximum loan repayment period of up to ten years only. Participants may have two loans outstanding at any time, but no more than one primary residence loan. Interest on loans is equal to the Prime Rate as of the prior month-end plus 1%.

Note 5 - Investment Policy

At December 31, 2017 and 2016, most of the Plan's 401(k)-related assets were allocated among the investment options discussed in Note 1(i) based on employees' elections. The investment options are recommended by an independent investment consultant and approved by the Investment Subcommittee. Employee contributions that are waiting to be processed are temporarily invested in a CCT fund. This CCT fund is also used to account for and administer notes receivable from participants. The note repayments and interest earned are allocated to each of the investment funds based upon the participants' contribution election percentages.

Note 6 - Plan Termination and Related Commitments

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Company terminates the Plan, all participants in the Plan become fully vested.

Note 7 - Federal Income Taxes

The Plan was amended and restated as of January 1, 2016. The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated February 16, 2017, stating that the Plan as amended and restated as of January 1, 2016, is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Subsequent to this determination by the IRS, the Plan has been further amended. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan, as amended, is

qualified and the related trust is tax exempt.

U.S. GAAP requires plan management to evaluate uncertain tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2017, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

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Note 8 - Transactions with Parties-In-Interest

As of December 31, 2017 and 2016, certain Plan investments are investment funds managed by the Plan's Trustee, The Bank of New York Mellon. The Plan also invests in shares of CVS Health's common stock and records associated dividend income. Although these transactions qualify as party-in-interest transactions, they are exempt from the prohibited transaction rule under ERISA.

Note 9 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2017 and 2016:

| | 2017 | 2016 |
|--|-------------------|------------------|
| Net assets available for benefits per the financial statements | \$ 10,923,237,838 | \$ 9,434,273,048 |
| Adjustment from contract value to fair value for certain fully benefit-responsive investment contracts | (1,351,827) | (1,430,498) |
| Net assets available for benefits per the Form 5500 | \$ 10,921,886,011 | \$ 9,432,842,550 |

The following is a reconciliation of total additions per the financial statements to total income per the Form 5500 for the year ended December 31, 2017:

| | |
|--|------------------|
| Total additions per the financial statements | \$ 2,248,457,087 |
| Add: Adjustment from contract value to fair value for certain fully benefit-responsive investment contracts as of December 31, 2017 | (1,351,827) |
| Less: Adjustment from contract value to fair value for certain fully benefit-responsive investment contracts as of December 31, 2016 | 1,430,498 |
| Total income per the Form 5500 | \$ 2,248,535,758 |

Note 10 - Investment Contracts with Insurance Companies

The Plan invests in fully benefit-responsive GICs and security-backed investment contracts. The issuer maintains the contributions in a general account. The account is credited with participant contributions plus earnings and charged for participant withdrawals and administrative expenses. The issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting interest rate is fixed at the time the contract is entered into with the issuer and does not reset.

The synthetic guaranteed investment contracts held by the Plan include a wrapper contract that provides a guarantee that the credit rate will not fall below 0%. Cash flow volatility (e.g., timing of benefit payments) as well as asset under-performance can be passed through to the Plan through adjustments to future contract crediting rates. Formulas are provided in the contracts that adjust renewal crediting rates to recognize the difference between the fair value and the book value of the underlying assets. Crediting rates are reviewed monthly for resetting.

The Plan also invests in fully benefit-responsive security-backed investment contracts that credit a stated interest rate for a specified period of time. Investment gains and losses are amortized over the expected duration through the calculation of the interest rate applicable to the Plan on a prospective basis. Security-backed investment contracts provide for a variable crediting rate that resets at least quarterly, and the issuer of the wrap contract provides assurance that future adjustments to the crediting rate cannot result in a crediting rate less than 0%. The crediting rate is primarily based on the current yield to maturity of the covered investments, plus or minus amortization of the difference between the market value and contract value of the covered investments over the duration of the covered investments at the time of computation. The crediting rate is most affected by the change in the annual effective yield to maturity of the underlying securities, but is also affected by the difference between the contract value and the market value of the covered investments. This difference is amortized over the duration of the covered investments. Depending on the change in duration from reset period to reset period, the magnitude of the impact to the crediting rate of the contract to market difference is heightened or lessened. The crediting rate can be adjusted periodically and is usually adjusted either monthly or quarterly, but in no event is the crediting rate less than 0%.

The traditional investment contracts held by the Plan are GICs. The contract issuer is contractually obligated to repay the principal and interest at a specified interest rate that is guaranteed to the Plan. The crediting rate is based on a formula established by the contract issuer. The crediting rate is reviewed on a quarterly basis for resetting. The contract cannot be terminated before the scheduled maturity dates.

The Plan's ability to receive amounts due in accordance with fully benefit-responsive investment contracts is dependent on the third-party issuers' ability to meet their financial obligations. The issuers' ability to meet their contractual obligations may be affected by future economic and regulatory developments.

Certain events limit the ability of the Plan to transact at contract value with the issuers. Such events may include

(i) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (iii) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that the occurrence of any such events that would limit the Plan's ability to transact at contract value with participants is probable.

The GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date; however, the security-backed investment contracts generally impose conditions on both the Plan and the issuer. If an event of default occurs and is not cured, the non-defaulting party may terminate the contract. The following may cause the Plan to be in default: a breach of material obligation under the contract, a material misrepresentation, or a material amendment to the plan agreement. The issuer may be in default if it breaches a material obligation under the investment contract, makes a material misrepresentation, has a decline in its long-term credit rating below a threshold set forth in the contract, or is acquired or reorganized and the successor issuer does not satisfy the investment or credit guidelines applicable to issuers. If, in the event of default of an issuer, the Plan were unable to obtain a replacement investment contract, withdrawing participants may experience losses if the value of the Plan's assets no longer covered by the contract is below contract value. The Plan may seek to add additional issuers over time to diversify the Plan's exposure to such risk, but there is no assurance the Plan may be able to do so. The combination of the default of an issuer and an inability to obtain a

replacement agreement could render the Plan unable to achieve its objective of maintaining a stable contract value. For GICs and security-backed investment contracts, payments for participant withdrawals would generally be made pro rata, based on the percentage of investments covered by each issuer. Contract termination occurs whenever the contract value or market value of the covered investments reaches zero or upon certain events of default. If the contract terminates due to issuer default (other than a default occurring because of a decline in its rating), the issuer will generally be required to pay to the Plan the excess, if any, of contract value over market value on the date of termination. If a security-backed investment contract terminates due to a decline in the ratings of the issuer, the issuer may be required to pay to the Plan the cost of acquiring a replacement contract (that is, replacement cost) within the meaning of the contract. If the contract terminates when the market value equals zero, the issuer will pay the excess of contract value over market value to the Plan to the extent necessary for the Plan to satisfy outstanding contract value withdrawal requests. Contract termination also may occur by either party upon election and notice. As GICs and security-backed investment contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the GICs and security-backed investment contracts. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Additionally, the Plan can make deposits or redeem investments in security-backed investment contracts, with the issuer's consent, for portfolio reallocation as part of the ongoing management of the Plan's assets. No deposits may be made to a GIC. Except for benefit-responsive participant withdrawals, no redemptions may be made to a GIC other than any payments scheduled in the contract before the maturity date.

SUPPLEMENTAL SCHEDULE

401(k) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN
OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES

Plan Number: 017

EIN 05-0494040

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2017

| Fund | Par value /number of shares | Identity of issue | Description | Current Value** |
|-------------------------------|-----------------------------------|--|-------------------------------------|--------------------|
| Small Cap Growth Fund | 3,070,076 | Vanguard Explorer Fund Vanguard Small Cap Index Fund | Mutual Fund | \$ 271,425,427 |
| Small Cap Index Fund | 1,184,273 | Vanguard Mid Cap Index Fund | Mutual Fund | 241,947,024 |
| Mid Cap Index Fund | 3,639,956 | Vanguard Developed Markets Index Fund Institutional Shares | Mutual Fund | 759,622,352 |
| International Equity | 46,932,239 | Vanguard Inflation-Protected Securities Admiral Fund | Mutual Fund | 1,058,791,310 |
| Inflation-Protected Bond Fund | 20,127,038 | Large Cap Equity Neuberger Berman | Mutual Fund | 209,925,003 |
| Socially Responsible Fund | 236,712 | American Funds-New Perspective Fund | Mutual Fund | 9,004,537 |
| Global Equity Fund | 8,044,557 | Blackrock Global Allocation Collective Fund | Mutual Fund | 347,283,531 |
| Alternative Strategy Fund | 5,173,775 | Vanguard Institutional 500 Index Trust Fund | Common Collective Trust Fund | 62,890,335 |
| Core Equity Fund | 15,250,379 | Vanguard Total Bond Market Index Trust Fund | Common Collective Trust Fund | 1,747,845,969 |
| U.S. Bond Index Fund | 6,871,581 | | | 706,604,642 |
| CVS Health Common Stock Fund | 10,755,472 | CVS Health Common Stock | CVS Health Corporation Common Stock | 779,771,720 |
| | 9,472,899 | EB Temporary Investment Fund II | Common Collective Trust Fund | 9,472,899 |
| | | CVS Health Common Stock Fund Subtotal | | 789,244,619 |
| | 2,697,283 | EB Temporary Investment Fund II | Common Collective Trust Fund | 2,634,140 |
| | 57,349,595 | BNY Mellon Cash Reserve Fund | Common Collective Trust Fund | 57,349,595 |

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| Stable Value Fund | | Separately Managed Fund | |
|-------------------|---|------------------------------|------------------|
| 9,113,569 | Wells Fargo Fixed Income Fund F | Synthetic Contract | 128,416,573 |
| 10,405,061 | Wells Fargo Fixed Income Fund L | Synthetic Contract | 132,343,011 |
| 9,314,062 | Wells Fargo Fixed Income Fund N | Synthetic Contract | 112,246,555 |
| 5,108,525 | Metropolitan Life Ins Co. - GICS | GIC | 5,108,525 |
| 726,859 | Metropolitan Life Ins Co. - Short | Security-backed Contract | 78,301,127 |
| 1,244,985 | Metropolitan Life Ins Co. - Intermediate | Security-backed Contract | 141,032,250 |
| 63,102 | Massachusetts Mutual Life Ins., - Short | Security-backed Contract | 65,836,360 |
| 112,493 | Massachusetts Mutual Life Ins. *EB Temporary Investment | Security-backed Contract | 124,565,083 |
| 104,938,911 | Fund II | Common Collective Trust Fund | 105,071,293 |
| 173,225,030 | Putnam Stable Value Fund | Common Collective Trust Fund | 173,548,272 |
| 6,797,203 | Stable Value Fund D | Common Collective Trust Fund | 153,493,139 |
| | Stable Value Fund Subtotal | | \$ 1,219,962,188 |

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| | | | | |
|---------------------------|------------|---|-------------------|----------------|
| Diversified Bond Fund | | | Separately | |
| | | Loomis Sayles, Dodge & Cox and Vanguard | Managed Fund | |
| | 14,944,731 | Dodge & Cox Income Fund | Mutual Fund | \$ 205,639,507 |
| | 15,811,891 | Loomis Sayles Core Plus Bond Fund 1 | Mutual Fund | 206,117,870 |
| | | | Common Collective | |
| | 399,790 | Vanguard Total Bond Market Index Trust Fund | Trust Fund | 41,110,378 |
| | | Diversified Bond Fund Subtotal | | \$ 452,867,755 |
| International Equity Fund | | | Separately | |
| | | Templeton, American Funds, and Vanguard | Managed Fund | |
| | 3,881,388 | EuroPacific Growth Fund | Mutual Fund | \$ 217,901,146 |
| | | Templeton Foreign Equity Series-Primary Shares | | |
| | 9,533,988 | Fund | Mutual Fund | 209,652,395 |
| | 544,683 | Vanguard Total International Stock Index Fund | Mutual Fund | 66,467,666 |
| | 2,345,631 | Vanguard International Growth Fund Admiral | Mutual Fund | 224,195,364 |
| | | International Equity Fund Subtotal | | \$ 718,216,571 |
| Small Cap Value Fund | | | Separately | |
| | | Sapience Investments, Vanguard, and Dimensional Fund Advisor Small Cap Value Fund | Managed Fund | |
| | 33,800 | ACADIA HEALTHCARE CO INC | Common Stock | \$ 1,102,894 |
| | 19,600 | AIR LEASE CORP | Common Stock | 944,524 |
| | 10,084 | ALTRA INDUSTRIAL MOTION CORP | Common Stock | 509,948 |
| | 15,250 | AMEDISYS INC | Common Stock | 803,827 |
| | 21,700 | ARGO GROUP INTERNATIONAL HOLDI | Common Stock | 1,337,805 |
| | 26,050 | ARTISAN PARTNERS ASSET MANAGEM | Common Stock | 1,028,975 |
| | 555,100 | ASCENA RETAIL GROUP INC | Common Stock | 1,304,485 |
| | 39,500 | ASPEN INSURANCE HOLDINGS LTD | Common Stock | 1,603,700 |
| | 33,647 | BANK OF NT BUTTERFIELD & SON L | Common Stock | 1,221,050 |
| | 55,350 | CARS.COM INC | Common Stock | 1,596,294 |
| | 15,750 | CATHAY GENERAL BANCORP | Common Stock | 664,178 |
| | 32,450 | CONTINENTAL BUILDING PRODUCTS | Common Stock | 913,467 |
| | 38,400 | CORECIVIC INC | Common Stock | 880,128 |
| | 77,500 | DIEBOLD NIXDORF INC | Common Stock | 1,267,125 |
| | 26,850 | EDUCATION REALTY TRUST INC | Common Stock | 937,602 |
| | 11,450 | ENPRO INDUSTRIES INC | Common Stock | 1,070,690 |
| | 95,900 | ENVISION HEALTHCARE CORP | Common Stock | 3,314,304 |
| | 117,850 | EVERTEC INC | Common Stock | 1,608,652 |
| | 13,450 | FIRST AMERICAN FINANCIAL CORP | Common Stock | 753,738 |
| | 50,900 | FIRST HAWAIIAN INC | Common Stock | 1,485,262 |
| | 126,350 | FORUM ENERGY TECHNOLOGIES INC | Common Stock | 1,964,742 |
| | 15,100 | GENESEE & WYOMING INC | Common Stock | 1,188,823 |
| | 20,850 | HANCOCK HOLDING CO | Common Stock | 1,032,075 |
| | 54,830 | INC RESEARCH HOLDINGS INC | Common Stock | 2,390,588 |
| | 14,110 | INTEGER HOLDINGS CORP | Common Stock | 639,183 |

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| | | | |
|---------|--------------------------------|-----------------|-----------|
| 26,109 | KAR AUCTION SERVICES INC | Common Stock | 1,327,904 |
| 11,700 | KIRBY CORP | Common Stock | 781,560 |
| 17,100 | KNIGHT-SWIFT TRANSPORTATION HO | Common Stock | 747,612 |
| 23,130 | LIBERTY GLOBAL PLC LILAC | Common Stock | 466,069 |
| 72,600 | MICHAELS COS INC/THE | Common Stock | 1,756,194 |
| 16,700 | NORTHWESTERN CORP | Common Stock | 996,990 |
| 138,200 | OASIS PETROLEUM INC | Common Stock | 1,162,262 |
| 63,000 | OUTFRONT MEDIA INC | Common Stock | 1,461,600 |
| 129,850 | PARTY CITY HOLDCO INC | Common Stock | 1,811,407 |
| 55,650 | PHYSICIANS REALTY TRUST | Common Stock | 1,001,144 |
| 30,000 | POPULAR INC | Common Stock | 1,072,200 |
| 15,450 | POST HOLDINGS INC | Common Stock | 1,224,104 |
| 65,900 | REDWOOD TRUST INC | Common Stock | 976,638 |
| 58,050 | RESOURCES CONNECTION INC | Common Stock | 896,872 |
| 33,250 | RITCHIE BROS AUCTIONEERS INC | Common Stock | 995,172 |
| 45,900 | RSP PERMIAN INC | Common Stock | 1,867,212 |
| 80,000 | SALLY BEAUTY HOLDINGS INC | Common Stock | 1,500,800 |
| 48,005 | SIGNET JEWELERS LTD | Common Stock | 2,714,683 |
| 28,500 | SILGAN HOLDINGS INC | Common Stock | 837,615 |
| 38,650 | STEELCASE INC | Common Stock | 592,408 |
| 83,250 | STERLING BANCORP/DE | Common Stock | 2,047,950 |
| 17,100 | TEREX CORP | Common Stock | 824,562 |
| 12,000 | TEXAS CAPITAL BANCSHARES INC | Common Stock | 1,066,800 |
| 47,839 | TREEHOUSE FOODS INC | Common Stock | 2,366,117 |
| 39,900 | VERIFONE SYSTEMS INC | Common Stock | 706,629 |

| | | | |
|-------------------------|--|------------------------------------|----------------|
| | | Common Stock | |
| 30,150 | WASHINGTON FEDERAL INC | Common Stock | 1,032,637 |
| 252,350 | WEATHERFORD INTERNATIONAL PLC | Common Stock | 1,052,300 |
| 15,300 | WINTRUST FINANCIAL CORP | Common Stock | 1,260,261 |
| 105,010 | WPX ENERGY INC | Common Stock | 1,477,491 |
| 3,439,839 | *EB Temporary Investment Fund II | Common Collective Trust Fund | 3,442,693 |
| 2,045,949 | Vanguard Explorer Value Fund | Mutual Fund | 75,004,509 |
| 5,381,122 | DFA US Targeted Value Portfolio | Mutual Fund | 133,936,122 |
| | Small Cap Value Fund Subtotal | | \$ 279,972,575 |
| Growth & Income Fund | Columbia Threadneedle, Mellon Capital Management Growth & Income Fund, and Barrow, Hanley, Mewhinney & Strauss | Separately Managed Fund | |
| 22,100 | AIR PRODUCTS & CHEMICALS INC | Common Stock | \$ 3,647,163 |
| 45,400 | ALTRIA GROUP INC | Common Stock | 3,271,978 |
| 7,200 | AMERCO | Common Stock | 2,724,552 |
| 41,000 | AMERICAN EXPRESS CO | Common Stock | 4,071,710 |
| 33,100 | AMERICAN INTERNATIONAL GROUP I | Common Stock | 1,972,098 |
| 20,100 | ANTHEM INC | Common Stock | 4,522,701 |
| 161,376 | BANK OF AMERICA CORP | Common Stock | 4,763,820 |

| | | | |
|---------|--------------------------------|--------------|-----------|
| 17,000 | BERKSHIRE HATHAWAY INC | Common Stock | 3,369,740 |
| 17,796 | BLACK KNIGHT INC | Common Stock | 785,693 |
| 79,400 | BP PLC | Common Stock | 3,337,182 |
| 8,400 | BROADCOM LTD | Common Stock | 2,157,960 |
| 39,000 | CAPITAL ONE FINANCIAL CORP | Common Stock | 3,883,620 |
| 29,000 | CARDINAL HEALTH INC | Common Stock | 1,790,240 |
| 32,700 | CARNIVAL CORP | Common Stock | 2,170,299 |
| 32,100 | CELANESE CORP | Common Stock | 3,437,268 |
| 27,000 | CHEVRON CORP | Common Stock | 3,380,130 |
| 16,600 | CIGNA CORP | Common Stock | 3,371,294 |
| 69,100 | CITIGROUP INC | Common Stock | 5,141,731 |
| 76,200 | COCA-COLA EUROPEAN PARTNERS PL | Common Stock | 3,036,570 |
| 75,100 | COMCAST CORP | Common Stock | 3,007,755 |
| 63,000 | CONOCOPHILLIPS | Common Stock | 3,458,070 |
| 31,400 | CVS HEALTH CORP | Common Stock | 2,276,500 |
| 39,600 | DOLLAR GENERAL CORP | Common Stock | 3,683,196 |
| 49,485 | DOWDUPONT INC | Common Stock | 3,524,322 |
| 56,246 | E*TRADE FINANCIAL CORP | Common Stock | 2,788,114 |
| 36,100 | EXPRESS SCRIPTS HOLDING CO | Common Stock | 2,694,504 |
| 170,300 | FAIRMOUNT SANTROL HOLDINGS INC | Common Stock | 890,669 |
| 53,800 | FNF GROUP | Common Stock | 2,111,112 |
| 10,000 | GENERAL DYNAMICS CORP | Common Stock | 2,034,500 |
| 177,800 | GENERAL ELECTRIC CO | Common Stock | 3,123,946 |
| 91,700 | HANESBRANDS INC | Common Stock | 1,917,447 |
| 58,600 | HESS CORP | Common Stock | 2,781,742 |
| 208,100 | HEWLETT PACKARD ENTERPRISE CO | Common Stock | 3,003,923 |
| 15,480 | JOHNSON & JOHNSON | Common Stock | 2,162,866 |
| 71,393 | JOHNSON CONTROLS INTERNATIONAL | Common Stock | 2,739,349 |
| 46,270 | JPMORGAN CHASE & CO | Common Stock | 4,948,114 |
| 143,800 | KEYCORP | Common Stock | 2,900,446 |
| 248,070 | KOSMOS ENERGY LTD | Common Stock | 1,699,280 |
| 43,600 | LOWE'S COS INC | Common Stock | 4,052,184 |
| 21,700 | LYONDELLBASELL INDUSTRIES NV | Common Stock | 2,393,944 |
| 38,700 | MEDTRONIC PLC | Common Stock | 3,142,827 |
| 48,100 | MERCK & CO INC | Common Stock | 2,729,675 |
| 62,570 | MICRO FOCUS INTERNATIONAL PLC | Common Stock | 2,101,726 |
| 41,800 | MICROCHIP TECHNOLOGY INC | Common Stock | 3,673,384 |
| 40,400 | MICROSOFT CORP | Common Stock | 3,455,816 |
| 141,100 | NAVIENT CORP | Common Stock | 1,879,452 |
| 168,300 | NEW YORK COMMUNITY BANCORP INC | Common Stock | 2,191,266 |
| 38,500 | NEWELL BRANDS INC | Common Stock | 1,189,650 |
| 47,800 | NIELSEN HOLDINGS PLC | Common Stock | 1,739,920 |
| 49,700 | NORWEGIAN CRUISE LINE HOLDINGS | Common Stock | 2,646,525 |

| | | | |
|---------|--------------------------------|--------------|-------------|
| 40,500 | OCCIDENTAL PETROLEUM CORP | Common Stock | 3,014,415 |
| 69,100 | ORACLE CORP | Common Stock | 3,267,048 |
| 37,400 | OWENS CORNING | Common Stock | 3,446,410 |
| 92,522 | PFIZER INC | Common Stock | 3,351,147 |
| 23,300 | PHILIP MORRIS INTERNATIONAL IN | Common Stock | 2,486,576 |
| 31,400 | PHILLIPS 66 | Common Stock | 3,176,110 |
| 24,400 | PNC FINANCIAL SERVICES GROUP I | Common Stock | 3,520,676 |
| 59,000 | QUALCOMM INC | Common Stock | 3,777,180 |
| 22,300 | ROYAL CARIBBEAN CRUISES LTD | Common Stock | 2,673,324 |
| 49,800 | SANOFI | Common Stock | 2,141,400 |
| 47,200 | SEAWORLD ENTERTAINMENT INC | Common Stock | 640,504 |
| 383,800 | SLM CORP | Common Stock | 4,336,940 |
| 46,700 | SPIRIT AEROSYSTEMS HOLDINGS IN | Common Stock | 4,079,245 |
| 21,800 | STANLEY BLACK & DECKER INC | Common Stock | 3,699,242 |
| 34,900 | STATE STREET CORP | Common Stock | 3,421,247 |
| 60,169 | TEVA PHARMACEUTICAL INDUSTRIES | Common Stock | 1,140,202 |
| 34,800 | TEXAS INSTRUMENTS INC | Common Stock | 3,634,512 |
| 110,300 | TWENTY-FIRST CENTURY FOX INC | Common Stock | 3,808,659 |
| 26,325 | UNITED TECHNOLOGIES CORP | Common Stock | 3,358,280 |
| 19,000 | UNITEDHEALTH GROUP INC | Common Stock | 4,188,740 |
| 64,910 | VERIZON COMMUNICATIONS INC | Common Stock | 3,435,686 |
| 62,000 | VERMILION ENERGY INC | Common Stock | 2,262,481 |
| 37,000 | VERSUM MATERIALS INC | Common Stock | 1,400,450 |
| 61,900 | WELLS FARGO & CO | Common Stock | 3,755,473 |
| 17,500 | WILLIS TOWERS WATSON PLC | Common Stock | 2,646,350 |
| 68,300 | XL GROUP LTD | Common Stock | 2,416,454 |
| | | | 222,856,724 |
| 904,100 | AES CORP/VA | Common Stock | 9,791,403 |
| 167,600 | ALTRIA GROUP INC | Common Stock | 12,090,944 |
| 203,300 | AMERICAN INTERNATIONAL GROUP I | Common Stock | 12,112,614 |
| 219,942 | ANADARKO PETROLEUM CORP | Common Stock | 11,797,689 |
| 228,500 | APPLIED MATERIALS INC | Common Stock | 11,680,920 |
| 651,700 | BANK OF AMERICA CORP | Common Stock | 19,238,184 |
| 143,000 | BAXTER INTERNATIONAL INC | Common Stock | 9,267,456 |
| 169,000 | BRISTOL-MYERS SQUIBB CO | Common Stock | 10,356,320 |
| 246,600 | CSX CORP | Common Stock | 13,565,466 |
| 89,641 | CHEVRON CORP | Common Stock | 11,222,157 |
| 183,300 | CITIGROUP INC | Common Stock | 13,639,353 |
| 318,600 | CORNING INC | Common Stock | 10,192,014 |
| 36,600 | COSTCO WHOLESALE CORP | Common Stock | 6,811,992 |
| 85,000 | EXPRESS SCRIPTS HOLDING CO | Common Stock | 6,344,400 |

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| | | | |
|--------------------------|--|----------------------------|----------------|
| 180,300 | FMC CORP | Common Stock | 17,098,317 |
| 200,200 | HALLIBURTON CO | Common Stock | 9,783,774 |
| 86,600 | HONEYWELL INTERNATIONAL INC | Common Stock | 13,280,976 |
| 55,400 | HUMANA INC | Common Stock | 13,766,278 |
| 127,400 | JPMORGAN CHASE & CO | Common Stock | 13,624,156 |
| 201,700 | JUNIPER NETWORKS INC | Common Stock | 5,748,450 |
| 137,200 | LOWE'S COS INC | Common Stock | 12,751,368 |
| 128,500 | MARATHON PETROLEUM CORP | Common Stock | 8,478,430 |
| 204,000 | METLIFE INC | Common Stock | 10,314,240 |
| 238,700 | MORGAN STANLEY | Common Stock | 12,524,589 |
| 106,700 | NEXTERA ENERGY INC | Common Stock | 16,665,473 |
| 94,000 | PHILIP MORRIS INTERNATIONAL IN | Common Stock | 10,031,680 |
| 233,789 | QUALCOMM INC | Common Stock | 14,967,172 |
| 367,900 | TERADATA CORP | Common Stock | 14,149,434 |
| 179,873 | TYSON FOODS INC | Common Stock | 14,582,304 |
| 81,400 | UNION PACIFIC CORP | Common Stock | 10,915,740 |
| 78,400 | UNITED TECHNOLOGIES CORP | Common Stock | 10,001,488 |
| 285,600 | UNUM GROUP | Common Stock | 15,676,584 |
| 122,100 | VALERO ENERGY CORP | Common Stock | 11,222,211 |
| 351,500 | VERIZON COMMUNICATIONS INC | Common Stock | 18,604,895 |
| 229,000 | WELLS FARGO & CO | Common Stock | 13,893,430 |
| 356,800 | WILLIAMS COS INC/THE | Common Stock | 10,878,832 |
| | | | 437,070,733 |
| | Cash | Cash | 14,700 |
| | | Common Collective | |
| 740,831 | CVS Mellon Capital Management Fund | Trust Fund | 197,675,898 |
| | | Common Collective | |
| 5,201,049 | *EB Temporary Investment Fund II | Trust Fund | 5,206,883 |
| | | Common Collective | |
| 12,875,521 | *EB Temporary Investment Fund II | Trust Fund | 12,889,243 |
| | Growth & Income Fund Subtotal | | \$ 875,714,181 |
| Large Cap Growth Fund | TRowe Price, Mellon Capital Fund and Columbus Circle Core Equity Fund | Separately Managed Fund | |
| 60,800 | ACTIVISION BLIZZARD INC | Common Stock | \$ 3,849,856 |
| 17,700 | AIR PRODUCTS & CHEMICALS INC | Common Stock | 2,921,031 |
| 23,100 | ALEXION PHARMACEUTICALS INC | Common Stock | 2,762,529 |
| 27,300 | ALIBABA GROUP HOLDING LTD | Common Stock | 4,707,339 |
| 12,000 | ALIGN TECHNOLOGY INC | Common Stock | 2,666,280 |
| 12,163 | ALPHABET INC-CL A | Common Stock | 12,812,504 |
| 11,593 | AMAZON.COM INC | Common Stock | 13,557,666 |
| 82,375 | APPLE INC | Common Stock | 13,940,321 |
| 131,200 | APPLIED MATERIALS INC | Common Stock | 6,706,944 |
| 15,800 | ARISTA NETWORKS INC | Common Stock | 3,722,164 |

| | | | |
|---------|--------------------------------|--------------|------------|
| 86,000 | BAXTER INTERNATIONAL INC | Common Stock | 5,570,880 |
| 16,526 | BROADCOM LTD | Common Stock | 4,245,529 |
| 28,800 | CAPITAL ONE FINANCIAL CORP | Common Stock | 2,867,904 |
| 61,900 | CATERPILLAR INC | Common Stock | 9,754,202 |
| 123,000 | CHARLES SCHWAB CORP/THE | Common Stock | 6,318,510 |
| 62,300 | CHEMOURS CO/THE | Common Stock | 3,118,738 |
| 116,800 | CITIZENS FINANCIAL GROUP INC | Common Stock | 4,903,264 |
| 41,900 | CONTINENTAL RESOURCES INC/OK | Common Stock | 2,219,443 |
| 18,500 | CUMMINS INC | Common Stock | 3,267,840 |
| 32,800 | DEERE & CO | Common Stock | 5,153,208 |
| 44,263 | DIAMONDBACK ENERGY INC | Common Stock | 5,588,204 |
| 57,000 | DOLLAR TREE INC | Common Stock | 6,116,670 |
| 52,600 | ESTEE LAUDER COS INC/THE | Common Stock | 6,692,824 |
| 67,180 | FACEBOOK INC | Common Stock | 11,854,583 |
| 18,586 | FEDEX CORP | Common Stock | 4,647,243 |
| 32,061 | FLEETCOR TECHNOLOGIES INC | Common Stock | 6,169,498 |
| 49,200 | FMC CORP | Common Stock | 4,665,390 |
| 15,977 | IDEXX LABORATORIES INC | Common Stock | 2,498,483 |
| 16,957 | INTUITIVE SURGICAL INC | Common Stock | 6,188,288 |
| 75,100 | KNIGHT-SWIFT TRANSPORTATION HO | Common Stock | 3,283,372 |
| 23,221 | LAM RESEARCH CORP | Common Stock | 4,285,900 |
| 40,931 | MASTERCARD INC | Common Stock | 6,195,316 |
| 68,700 | MICRON TECHNOLOGY INC | Common Stock | 2,824,944 |
| 103,300 | MICROSOFT CORP | Common Stock | 8,836,282 |
| 37,730 | NETFLIX INC | Common Stock | 7,242,651 |
| 29,400 | PVH CORP | Common Stock | 4,033,974 |
| 26,100 | RED HAT INC | Common Stock | 3,134,610 |
| 18,800 | ROCKWELL AUTOMATION INC | Common Stock | 3,691,380 |
| 44,971 | ROYAL CARIBBEAN CRUISES LTD | Common Stock | 5,391,124 |
| 33,468 | S&P GLOBAL INC | Common Stock | 5,669,479 |
| 34,000 | SERVICENOW INC | Common Stock | 4,433,260 |
| 6,800 | SHERWIN-WILLIAMS CO/THE | Common Stock | 2,788,272 |
| 74,500 | SQUARE INC | Common Stock | 2,582,915 |
| 17,200 | STANLEY BLACK & DECKER INC | Common Stock | 2,918,668 |
| 20,600 | SVB FINANCIAL GROUP | Common Stock | 4,815,662 |
| 26,500 | TAKE-TWO INTERACTIVE SOFTWARE | Common Stock | 2,909,170 |
| 22,316 | THERMO FISHER SCIENTIFIC INC | Common Stock | 4,240,709 |
| 15,300 | UNIVERSAL DISPLAY CORP | Common Stock | 2,641,545 |
| 87,700 | URBAN OUTFITTERS INC | Common Stock | 3,074,762 |
| 26,300 | VANTIV INC | Common Stock | 1,934,365 |
| 27,400 | VERTEX PHARMACEUTICALS INC | Common Stock | 4,106,164 |
| 77,896 | VISA INC | Common Stock | 8,881,702 |

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| | | | |
|--------|--------------------------------|--------------|-------------|
| 28,900 | WALMART INC | Common Stock | 2,868,614 |
| 32,457 | WYNN RESORTS LTD | Common Stock | 5,471,926 |
| 37,000 | XPO LOGISTICS INC | Common Stock | 3,388,830 |
| | | | 281,132,931 |
| 8,300 | ACTIVISION BLIZZARD INC | Common Stock | 525,556 |
| 14,783 | AETNA INC | Common Stock | 2,666,705 |
| 2,000 | AGILENT TECHNOLOGIES INC | Common Stock | 134,238 |
| 19,700 | ALASKA AIR GROUP INC | Common Stock | 1,448,147 |
| 24,591 | ALEXION PHARMACEUTICALS INC | Common Stock | 2,940,838 |
| 62,578 | ALIBABA GROUP HOLDING LTD | Common Stock | 10,790,325 |
| 100 | ALLERGAN PLC | Common Stock | 16,358 |
| 5,360 | ALPHABET INC-CL A | Common Stock | 5,646,224 |
| 12,190 | ALPHABET INC-CL C | Common Stock | 12,755,616 |
| 22,050 | AMAZON.COM INC | Common Stock | 25,786,814 |
| 90,500 | AMERICAN AIRLINES GROUP INC | Common Stock | 4,708,715 |
| 300 | AMERICAN EXPRESS CO | Common Stock | 29,793 |
| 17,264 | AMERICAN TOWER CORP | Common Stock | 2,475,420 |
| 3,000 | AMERIPRISE FINANCIAL INC | Common Stock | 508,410 |
| 200 | ANALOG DEVICES INC | Common Stock | 17,806 |
| 7,100 | ANTHEM INC | Common Stock | 1,597,571 |
| 37,700 | APPLE INC | Common Stock | 6,379,971 |
| 6,100 | APTIV PLC | Common Stock | 517,463 |
| 1,600 | ASML HOLDING NV | Common Stock | 278,112 |
| 1,300 | BALL CORP | Common Stock | 49,205 |
| 4,300 | BANK OF NEW YORK MELLON CORP/T | Common Stock | 231,598 |
| 21,157 | BECTON DICKINSON AND CO | Common Stock | 4,528,868 |
| 7,300 | BIOGEN INC | Common Stock | 2,325,561 |
| 28,700 | BOEING CO/THE | Common Stock | 8,463,917 |
| 11,100 | BROADCOM LTD | Common Stock | 2,851,590 |
| 3,300 | CANADIAN PACIFIC RAILWAY LTD | Common Stock | 604,590 |
| 6,257 | CELGENE CORP | Common Stock | 652,981 |
| 22,400 | CHARLES SCHWAB CORP/THE | Common Stock | 1,150,688 |
| 1,500 | CHUBB LTD | Common Stock | 220,260 |
| 16,400 | CIGNA CORP | Common Stock | 3,330,676 |
| 3,200 | CINTAS CORP | Common Stock | 498,656 |
| 4,500 | CITIGROUP INC | Common Stock | 334,845 |
| 2,600 | CONSTELLATION BRANDS INC | Common Stock | 594,282 |
| 600 | COSTAR GROUP INC | Common Stock | 178,170 |
| 300 | COSTCO WHOLESALE CORP | Common Stock | 55,836 |
| 5,300 | CSX CORP | Common Stock | 291,553 |
| 15,180 | CTRIIP.COM INTERNATIONAL LTD | Common Stock | 669,438 |
| 36,600 | DANAHER CORP | Common Stock | 3,402,434 |

| | | | |
|---------|--------------------------------|--------------|------------|
| 17,600 | DELTA AIR LINES INC | Common Stock | 985,600 |
| 16,100 | DOLLAR GENERAL CORP | Common Stock | 1,497,461 |
| 3,056 | DOWDUPONT INC | Common Stock | 217,648 |
| 13,900 | ELECTRONIC ARTS INC | Common Stock | 1,460,334 |
| 1,927 | EQUINIX INC | Common Stock | 873,355 |
| 87,800 | FACEBOOK INC | Common Stock | 15,493,188 |
| 400 | FEDEX CORP | Common Stock | 100,016 |
| 7,600 | FERRARI NV | Common Stock | 796,784 |
| 14,600 | FIDELITY NATIONAL INFORMATION | Common Stock | 1,373,714 |
| 368 | FIRST REPUBLIC BANK/CA | Common Stock | 31,883 |
| 19,300 | FISERV INC | Common Stock | 2,530,809 |
| 4,900 | FLEETCOR TECHNOLOGIES INC | Common Stock | 942,907 |
| 25,100 | FORTIVE CORP | Common Stock | 1,816,048 |
| 20,600 | GLOBAL PAYMENTS INC | Common Stock | 2,064,944 |
| 4,500 | HARRIS CORP | Common Stock | 637,425 |
| 12,116 | HILTON WORLDWIDE HOLDINGS INC | Common Stock | 967,584 |
| 15,900 | HOME DEPOT INC/THE | Common Stock | 3,013,527 |
| 14,900 | HONEYWELL INTERNATIONAL INC | Common Stock | 2,285,064 |
| 7,400 | HUMANA INC | Common Stock | 1,838,678 |
| 901 | IHS MARKIT LTD | Common Stock | 40,680 |
| 495 | ILLUMINA INC | Common Stock | 108,152 |
| 1,900 | INCYTE CORP | Common Stock | 179,949 |
| 43,578 | INTERCONTINENTAL EXCHANGE INC | Common Stock | 3,074,864 |
| 18,800 | INTUIT INC | Common Stock | 2,966,264 |
| 10,930 | INTUITIVE SURGICAL INC | Common Stock | 3,988,794 |
| 19,800 | JPMORGAN CHASE & CO | Common Stock | 2,117,412 |
| 900 | LAM RESEARCH CORP | Common Stock | 166,513 |
| 1,400 | LOWE'S COS INC | Common Stock | 130,116 |
| 24,800 | MARRIOTT INTERNATIONAL INC/MD | Common Stock | 3,366,104 |
| 6,100 | MARSH & MCLENNAN COS INC | Common Stock | 496,479 |
| 51,400 | MASTERCARD INC | Common Stock | 7,779,904 |
| 8,500 | MCDONALD'S CORP | Common Stock | 1,463,020 |
| 1,600 | MERCK & CO INC | Common Stock | 90,800 |
| 500 | MGM RESORTS INTERNATIONAL | Common Stock | 16,695 |
| 9,500 | MICROCHIP TECHNOLOGY INC | Common Stock | 834,860 |
| 154,500 | MICROSOFT CORP | Common Stock | 13,215,930 |
| 3,400 | MONSTER BEVERAGE CORP | Common Stock | 215,186 |
| 128,200 | MORGAN STANLEY | Common Stock | 6,726,654 |
| 14,300 | NETFLIX INC | Common Stock | 2,745,028 |
| 1,900 | NEXTERA ENERGY INC | Common Stock | 296,761 |
| 2,400 | NORTHROP GRUMMAN CORP | Common Stock | 736,584 |
| 4,300 | NORWEGIAN CRUISE LINE HOLDINGS | Common Stock | 228,975 |
| 100 | O'REILLY AUTOMOTIVE INC | Common Stock | 24,054 |

| | | | |
|---------|--------------------------------|--------------|------------|
| 54,400 | PAYPAL HOLDINGS INC | Common Stock | 4,004,928 |
| 10,100 | PHILIP MORRIS INTERNATIONAL IN | Common Stock | 1,077,872 |
| 6,030 | PRICELINE GROUP INC/THE | Common Stock | 10,478,572 |
| 8,700 | PROGRESSIVE CORP/THE | Common Stock | 489,984 |
| 200 | RAYTHEON CO | Common Stock | 37,570 |
| 17,990 | RED HAT INC | Common Stock | 2,160,599 |
| 100 | REGENERON PHARMACEUTICALS INC | Common Stock | 37,596 |
| 6,600 | ROPER TECHNOLOGIES INC | Common Stock | 1,709,400 |
| 29,000 | ROSS STORES INC | Common Stock | 2,327,250 |
| 12,800 | ROYAL CARIBBEAN CRUISES LTD | Common Stock | 1,534,464 |
| 5,300 | S&P GLOBAL INC | Common Stock | 897,820 |
| 50,200 | SALESFORCE.COM INC | Common Stock | 5,131,946 |
| 1,000 | SBA COMMUNICATIONS CORP | Common Stock | 163,360 |
| 2,200 | SEMPRA ENERGY | Common Stock | 237,033 |
| 33,000 | SERVICENOW INC | Common Stock | 4,302,870 |
| 3,800 | SHERWIN-WILLIAMS CO/THE | Common Stock | 1,558,152 |
| 352 | SHIRE PLC | Common Stock | 54,602 |
| 6,400 | STANLEY BLACK & DECKER INC | Common Stock | 1,086,016 |
| 800 | STARBUCKS CORP | Common Stock | 45,944 |
| 25,400 | STATE STREET CORP | Common Stock | 2,489,962 |
| 28,300 | STRYKER CORP | Common Stock | 4,395,273 |
| 15,100 | SYMANTEC CORP | Common Stock | 423,706 |
| 1,500 | TAPESTRY INC | Common Stock | 66,851 |
| 85,236 | TD AMERITRADE HOLDING CORP | Common Stock | 4,358,117 |
| 134,500 | TENCENT HOLDINGS LTD | Common Stock | 6,983,240 |
| 5,584 | TESLA INC | Common Stock | 1,738,578 |
| 7,700 | TEXAS INSTRUMENTS INC | Common Stock | 804,188 |
| 500 | TEXTRON INC | Common Stock | 28,305 |
| 15,890 | THERMO FISHER SCIENTIFIC INC | Common Stock | 3,019,577 |
| 800 | TJX COS INC/THE | Common Stock | 61,168 |
| 300 | ULTA BEAUTY INC | Common Stock | 67,098 |
| 400 | UNION PACIFIC CORP | Common Stock | 53,640 |
| 2,600 | UNITED CONTINENTAL HOLDINGS IN | Common Stock | 175,240 |
| 37,100 | UNITEDHEALTH GROUP INC | Common Stock | 8,179,066 |
| 8,800 | VANTIV INC | Common Stock | 647,240 |
| 30,000 | VERTEX PHARMACEUTICALS INC | Common Stock | 4,495,800 |
| 83,300 | VISA INC | Common Stock | 9,497,866 |
| 4,700 | VMWARE INC | Common Stock | 589,004 |
| 14,200 | WILLIS TOWERS WATSON PLC | Common Stock | 2,147,324 |
| 13,300 | WORKDAY INC | Common Stock | 1,353,142 |
| 1,531 | XILINX INC | Common Stock | 103,220 |
| 32,500 | YUM! BRANDS INC | Common Stock | 2,652,325 |
| 3,700 | ZOETIS INC | Common Stock | 266,548 |

| | | | |
|-----------|------------------------------------|---|-------------------|
| | | | 291,528,433 |
| | Cash | Cash | 48,345 |
| 909,232 | *EB Temporary Investment Fund II | Common Collective Trust Fund | 910,472 |
| 4,919,526 | *EB Temporary Investment Fund II | Common Collective Trust Fund | 4,927,112 |
| 1,465,483 | EB DL NON SL LARGE CAP GROWTH | Common Collective Trust Fund | 289,696,698 |
| | Large Cap Growth Fund Subtotal | | \$ 868,243,991 |
| | Notes receivable from participants | Prime rate as of the month end prior to loan request date plus 1% | \$ 218,673,141 |
| | Total Assets Held in the Plan | | \$ 10,898,218,886 |

*Party-in-interest

**Represents fair value for all investments with the exception of GICs and security-backed investment contracts where Current Value represents contract value.

EXHIBIT INDEX

| Exhibit | Description |
|---------|---|
| 23.1 | <u>Consent of Ernst & Young LLP</u> |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Trustee (or other persons who administer the employee benefit plan) has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

401(k) PLAN AND THE EMPLOYEE STOCK
OWNERSHIP PLAN OF CVS HEALTH
CORPORATION AND AFFILIATED COMPANIES

Date: June 22, 2018 By /s/ David M. Denton
David M. Denton
Executive Vice President, Chief Financial Officer

