

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>401(K) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES</u>	1b	Three-digit plan number (PN) ► <u>017</u>
		1c	Effective date of plan <u>01/01/1989</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>CVS HEALTH CORPORATION</u> <u>HR RETIREMENT BENEFITS</u> <u>ONE CVS DRIVE, MAIL CODE 1110</u> <u>WOONSOCKET, RI 02895</u>	2b	Employer Identification Number (EIN) <u>05-0494040</u>
		2c	Plan Sponsor's telephone number <u>401-770-5547</u>
		2d	Business code (see instructions) <u>446110</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2017	ROBERTA F. JOHNNENE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2016)
v. 160205

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	172495
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year.....		6a(1)	148302
a(2) Total number of active participants at the end of the plan year		6a(2)	159237
b Retired or separated participants receiving benefits.....		6b	338
c Other retired or separated participants entitled to future benefits		6c	24273
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	183848
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	213
f Total. Add lines 6d and 6e		6f	184061
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	109264
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2I 2J 2K 2O			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016	
A Name of plan 401(K) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES	B Three-digit plan number (PN) ▶ 017
C Plan sponsor's name as shown on line 2a of Form 5500 CVS HEALTH CORPORATION	D Employer Identification Number (EIN) 05-0494040

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FINANCIAL ENGINES

94-3250323

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 51 28 50	NONE	8591453	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BUCK CONSULTANTS, LLC

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 50 38 70 49 99	AFFILIATE OF XEROX	6187194	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

COLUMBIA MANAGEMENT INVESTMENT

13-3180631

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 50 68 51 71	NONE	962807	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WELLS FARGO BANK, N.A.

TRUST OPERATIONS
NW 5159, P.O. BOX 1450
MINNEAPOLIS, MN 55485-5159

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	953090	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

XEROX HR SOLUTIONS LLC

04-3609848

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 64 17 38 70 27 49 99	AFFILIATE OF BUCK	0	Yes ☒ No ☐	Yes ☐ No ☒	935321	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50 25 62 31 99	NONE	758543	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

COLUMBUS CIRCLE INVESTORS

06-1404803

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 50 51	NONE	752984	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

T. ROWE PRICE

52-0556948

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	718644	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BARROW, HANLEY, MEWHINNEY & STRAUSS

75-2403190

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 50 68 51	NONE	709172	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

GALLIARD CAPITAL MANAGEMENT CORP.

41-1813702

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 50 51	NONE	509597	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MELLON CAPITAL MANAGEMENT CORP.

25-6078093

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 50 51	NONE	90952	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
XEROX HR SOLUTIONS LLC	61	935321
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FINANCIAL ENGINES 94-3250323	REVENUE SHARING WITH ADVICE PROVIDER. COMPENSATION IS BASED ON A TIERED SCHEDULE ACROSS ALL OF THE PROVIDER'S CLIENTS AND THEIR PARTICIPANTS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>401(K) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES</u>	B Three-digit plan number (PN) ► <u>017</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CVS HEALTH CORPORATION</u>	D Employer Identification Number (EIN) <u>05-0494040</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BNY MELLON LARGE CAP VALUE STOCK</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-252</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>168620584</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PUTNAM STABLE VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>PUTNAM FIDUCIARY TRUST CO.</u>		
c EIN-PN <u>04-3159710-202</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>170078138</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BNY MELLON LARGE CAP GROWTH STOCK</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-240</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>197985458</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB TEMPORARY INVESTMENT FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-023</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>219273443</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO STABLE VALUE FUND D</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>		
c EIN-PN <u>52-2250949-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>150904071</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BLACKROCK GLOBAL ALLOCATION CF</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A.</u>		
c EIN-PN <u>46-2234694-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>50103494</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>Schwab Managed Ret 2010 CL III</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1846906</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2015 CL III		
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-006	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4766500
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2020 CL III		
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-002	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11561939
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2025 CL III		
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-007	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18320738
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2030 CL III		
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15608398
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2035 CL III		
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-008	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15783925
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2040 CL III		
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-004	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9584225
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2045 CL III		
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-009	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6754498
a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2050 CL III		
b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK		
c EIN-PN 81-0625169-010	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5527809
a Name of MTIA, CCT, PSA, or 103-12 IE: FEDERATED CAPITAL PRESERVATION		
b Name of sponsor of entity listed in (a): FEDERATED INVESTORS TRUST COMPANY		
c EIN-PN 22-2712853-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2547504
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>401(K) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES</u>	B Three-digit plan number (PN) ►	<u>017</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CVS HEALTH CORPORATION</u>	D Employer Identification Number (EIN) <u>05-0494040</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	10728	952
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	9774533	10572288
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	2374848	2316132
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	2198952774	1963170504
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	188325019	206594433
(9) Value of interest in common/collective trusts	1c(9)	980049733	1065838460
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4429003820	5473007990
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	609592508	719981231

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8418083963	9441481990
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	6026869	8639440
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	6026869	8639440
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8412057094	9432842550

Part II Income and Expense Statement

- 2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	263550780	
(B) Participants	2a(1)(B)	435827758	
(C) Others (including rollovers)	2a(1)(C)	125262935	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		824641473
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	7779555	
(F) Other	2b(1)(F)	16287251	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		24066806
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	67245056	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	83888571	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		151133627
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	109467400	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		109467400
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-237664214	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-237664214

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		21187190
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		255568656
c Other income.....	2c		-7389510
d Total income. Add all income amounts in column (b) and enter total.....	2d		1141011428

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	602708027	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		602708027
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	6945737	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	5269370	
(4) Other	2i(4)	9113225	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		21328332
j Total expenses. Add all expense amounts in column (b) and enter total	2j		624036359

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		516975069
l Transfers of assets:			
(1) To this plan.....	2l(1)		503810387
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a	X		2129703
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>401(K) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES</u>	B Three-digit plan number (PN) ▶ <u>017</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CVS HEALTH CORPORATION</u>	D Employer Identification Number (EIN) <u>05-0494040</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-5160382</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☒ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☒ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☒ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment	☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)	
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more	
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

401(k) Plan and the Employee Stock Ownership Plan of
CVS Health Corporation and Affiliated Companies

Financial Statements and Supplemental Schedules
Years Ended December 31, 2016 and December 31, 2015

**401(k) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN
OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES
YEARS ENDED DECEMBER 31, 2016 AND 2015**

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Report of Independent Auditors

The Benefits Plans Committee
401(k) Plan and the Employee Stock Ownership
Plan of CVS Health Corporation and Affiliated Companies

We have audited the accompanying financial statements of 401(k) Plan and the Employee Stock Ownership Plan of CVS Health Corporation and Affiliated Companies, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of 401(k) Plan and the Employee Stock Ownership Plan of CVS Health Corporation and Affiliated Companies at December 31, 2016 and 2015, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedules

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2016, and delinquent participant contributions for the year then ended are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Ernst & Young LLP

June 27, 2017

**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, 2016 and 2015

	2016	2015
Assets:		
Investments at fair value:		
Cash	\$ 952	\$ 10,728
Mutual funds (Note 2 (b))	5,473,007,990	4,429,003,820
Common stock (Note 2 (b))	1,963,170,504	2,198,952,774
Common collective trust funds (Note 2 (b))	1,065,838,460	980,049,733
Total investments at fair value	8,502,017,906	7,608,017,055
Fully benefit-responsive investments at contract value:		
Guaranteed investment contracts (Note 2 (b))	10,041,804	—
Synthetic guaranteed investment contracts (Note 2 (b))	327,623,711	202,635,898
Security-backed investment contracts (Note 2 (b))	383,746,214	406,726,623
Total fully benefit-responsive investments at contract value	721,411,729	609,362,521
Total investments	9,223,429,635	8,217,379,576
Receivables:		
Interest and dividends (Note 2 (g))	2,316,132	2,374,848
Employer contributions (Note 1 (c))	10,572,288	9,774,533
Notes receivable from participants (Note 4)	206,594,433	188,325,019
Total receivables	219,482,853	200,474,400
Total assets	9,442,912,488	8,417,853,976
Liabilities:		
Accrued expenses and other liabilities	(8,639,440)	(6,026,869)
Total liabilities	(8,639,440)	(6,026,869)
Net assets available for benefits	\$ 9,434,273,048	\$ 8,411,827,107

See accompanying notes to financial statements.

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, 2016 and 2015

	2016	2015
Investment activity:		
Interest and dividend income (Note 2 (g))	\$ 167,420,878	\$ 142,220,913
Realized and unrealized gains/(loss) (Notes 3 and 5)	142,830,007	(84,375,643)
Total investment activity	310,250,885	57,845,270
Participant loan interest (Note 4)	7,779,555	7,242,975
Contributions:		
Employer contributions (Note 1 (c))	263,550,780	236,395,302
Employee contributions (Note 1 (c))	435,827,758	396,259,476
Rollovers	125,262,935	31,130,404
Total contributions	824,641,473	663,785,182
Deductions:		
Benefits paid to participants (Notes 1 (f) and 2 (c))	602,708,027	623,036,259
Administrative expenses (Note 1 (g))	21,328,332	17,398,445
Total deductions	624,036,359	640,434,704
Net increase in net assets for the year before transfers	518,635,554	88,438,723
Omnicare assets transferred in (Note 1 (a))	503,810,387	—
Net increase in net assets for the year	1,022,445,941	88,438,723
Net assets beginning of the year	8,411,827,107	8,323,388,384
Net assets end of the year	\$ 9,434,273,048	\$ 8,411,827,107

See accompanying notes to financial statements.

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

Notes to Financial Statements

Years Ended December 31, 2016 and 2015

Note 1 - Plan Description

The following description of the 401(k) Plan and the Employee Stock Ownership Plan (the “ESOP”) 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 a recordkeeper to assist with administering the Plan (the “Recordkeeper”) and a 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. 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, Inc. covering all full-time employees of Omnicare, Inc. NeighborCare was a defined contribution plan established in 2003 by NeighborCare, Inc., a subsidiary of Omnicare, Inc.

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;
- 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 annual 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 2016 and 2015.

Plan participants are eligible to receive Company matching contributions on the first payroll following the completion of one full 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 employee was \$13,250 for 2016 and 2015.

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 2016 and 2015.

(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 2016 and 2015. Trustee's fees were paid by the Plan for 2016 and 2015.

(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. Prior to January 1, 2006, the Plan contained vesting schedules for Company matching contributions which could lead to forfeited matching contributions if a participant did 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.

There were cash forfeitures of \$1,109 for 2016 and none for 2015. There were no cash forfeitures restored to participants upon resumption of employment in 2016 or 2015. The remainder of 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 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, and 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, 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 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, 3-Year U.S. Treasury Index, Russell 2000 Index, and the MSCI ACWI EX US Index.

Core Equity Fund

The Vanguard Institutional 500 Index 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.

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

This fund is comprised of the American Funds New Perspective Fund and 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, 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. It is benchmarked by the MSCI ACWI EX US Index.

International Equity Index Fund

This fund is comprised of the Vanguard Developed Markets Index Fund and 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 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 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

This fund is comprised of the Vanguard Explorer Fund Admiral Shares and 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. This fund is benchmarked by the Russell 2500 Growth Index.

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 and Wells Fargo Pelican exclusively for Future Fund participants and seeks long-term growth by investing primarily in stocks of small- to medium-sized companies, which either are believed to offer superior earnings growth or appear to be undervalued.

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 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.

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.

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, 2016 and 2015, 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*

Distribution 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) *Purchase and Sale of Securities*

Purchases and sales of securities are made on a trade-date basis.

(g) *Investment Income*

Dividend and interest income is recorded when earned. Net appreciation and depreciation includes the Plan's gain 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, 2016 and 2015.

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.

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 \$78.91 and \$97.77 per share at December 31, 2016 and 2015, respectively. The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

Investments at December 31, 2016				
	Investments at fair value as determined by quoted prices in active markets (Level I)	Valuation techniques based on observable market data (Level II)	Valuation techniques incorporating information other than observable market data (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	<u>\$ 7,436,179,446</u>	<u>\$ —</u>	<u>\$ —</u>	<u>7,436,179,446</u>
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				<u>1,065,838,460</u>
GICs				10,041,804
Synthetic GICs				327,623,711
Security-backed contracts				383,746,214
Total investments at contract value				<u>721,411,729</u>
Total investments				<u>\$ 9,223,429,635</u>

Investments at December 31, 2015

	Investments at fair value as determined by quoted prices in active markets (Level I)	Valuation techniques based on observable market data (Level II)	Valuation techniques incorporating information other than observable market data (Level III)	Total
Cash	\$ 10,728	\$ —	\$ —	\$ 10,728
Mutual funds	4,429,003,820	—	—	4,429,003,820
Common stock	2,198,952,774	—	—	2,198,952,774
Total investments at fair value	<u>\$ 6,627,967,322</u>	<u>\$ —</u>	<u>\$ —</u>	<u>6,627,967,322</u>
Cash equivalents ⁽¹⁾				255,448,279
Stable value funds ⁽²⁾				335,255,436
Large cap funds ⁽³⁾				389,346,018
Total common collective trust funds at NAV				<u>980,049,733</u>
GICs				—
Synthetic GICs				202,635,898
Security-backed contracts				406,726,623
Total investments at contract value				<u>609,362,521</u>
Total investments				<u><u>\$ 8,217,379,576</u></u>

⁽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⁾ This category includes common collective trust funds that are designed to track the performance of various indexes. 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, 2016 and 2015, 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. Prior to the February 16, 2017 determination letter, the Plan had received a favorable determination letter from the IRS dated December 17, 2013, which covered the qualification of the Plan, as previously amended and restated as of January 1, 2010, including all amendments through January 1, 2011. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan's operation has been in compliance with the Code. During 2016 and 2017, the Plan has been further amended.

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, 2016, 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. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2012.

Note 8 - Transactions with Parties-In-Interest

As of December 31, 2016 and 2015, certain Plan investments are investment funds managed by the Plan's Trustee, The Bank of New York Mellon. The Bank of New York Mellon is the Trustee as of December 31, 2016 and 2015, and therefore, these transactions qualify as party-in-interest transactions.

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, 2016 and 2015:

	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$ 9,434,273,048	\$ 8,411,827,107
Adjustment from contract value to fair value for certain fully benefit-responsive investment contracts	(1,430,498)	229,987
Net assets available for benefits per the Form 5500	<u>\$ 9,432,842,550</u>	<u>\$ 8,412,057,094</u>

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, 2016:

Total additions per the financial statements	\$ 1,142,671,913
Add: Adjustment from contract value to fair value for certain fully benefit-responsive investment contracts as of December 31, 2016	(1,430,498)
Less: Adjustment from contract value to fair value for certain fully benefit-responsive investment contracts as of December 31, 2015	(229,987)
Total income per the Form 5500	<u>\$ 1,141,011,428</u>

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 contract 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.

Note 11 - Delinquent Participant Contributions

During 2015, the Company failed to transmit certain participant contributions to the Plan in the amount of \$2,129,703 within the time period prescribed by ERISA. Late transmissions of participant contributions constitute a prohibited transaction under ERISA section 406, regardless of materiality. Consistent with the correction programs available under the regulations, the Company transmitted the delinquent participant contributions to the Plan and reimbursed the Plan for lost earnings in the amount of \$79,551, in March 2015. Related excise taxes were paid by the Company.

SUPPLEMENTAL SCHEDULES

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

Plan Number: 017

EIN: 05-0494040

Schedule H, Line 4a-Schedule of Delinquent Participant Contributions
December 31, 2016

Participant Contributions Transferred Late to Plan		Total that Constitute Nonexempt Prohibited Transactions		
Check here If Late Participant Loan Repayments are included: ☒	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
\$ 2,129,703	\$ -	\$ 2,129,703 ⁽¹⁾	\$ -	\$ -

⁽¹⁾ Represents delinquent participant contributions and loan repayments from various 2015 pay periods. The Company transmitted lost earnings to the Plan and filed Form 5330, *Return of Excise Taxes Related to Employee Benefit Plans*, during 2015.

**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, 2016

Fund	Par value /number of shares	Identity of issue	Description	Current Value**
International Equity Fund	47,923,800	International Equity Fund	Mutual Fund	\$ 486,148,324
Core Equity Fund	6,444,490	Vanguard Institutional Index Fund	Mutual Fund	1,313,644,804
Small Cap Growth Fund	2,709,234	Vanguard Explorer Fund	Mutual Fund	217,822,428
Small Cap Index Fund	1,081,541	Vanguard Small Cap Index Fund	Mutual Fund	192,817,057
Mid Cap Index Fund	3,155,510	Vanguard Mid Cap Index Fund	Mutual Fund	560,134,516
International Equity Index Fund	41,233,490	Vanguard Developed Markets Index Fund Institutional Shares	Mutual Fund	757,459,209
U.S. Bond Index Fund	57,004,925	Vanguard Total Bond Market Index Fund	Mutual Fund	607,102,454
Inflation-Protected Bond Fund	15,920,467	Vanguard Inflation-Protected Securities Admiral Fund	Mutual Fund	165,254,444
Socially Responsible Fund	124,528	Large Cap Equity Neuberger Berman	Mutual Fund	4,247,644
Global Equity Fund	7,302,263	American Funds-New Perspective Fund	Mutual Fund	257,988,969
Diversified Bond Fund	37,261,457	Diversified Bond Fund	Mutual Fund	380,856,316
Alternative Strategy Fund	4,711,056	Blackrock Global Allocation Collective Fund	Common Collective Trust Fund	50,103,494
CVS Health Common Stock Fund	11,836,093	*CVS Health Common Stock	CVS Health Corporation Common Stock	933,986,099
	9,739,147	*EB Temporary Investment Fund II	Common Collective Trust Fund	<u>9,739,147</u>
		CVS Health Common Stock Fund Subtotal		943,725,246
	55,702,240	*EB Temporary Investment Fund II	Common Collective Trust Fund	55,602,412

Stable Value Fund		Separately Managed Fund	
9,726,078	Wells Fargo Fixed Income Fund F	Security-backed Contract	134,997,958
7,397,606	Wells Fargo Fixed Income Fund L	Security-backed Contract	91,591,245
8,466,705	Wells Fargo Fixed Income Fund N	Security-backed Contract	99,604,010
10,041,804	Metropolitan Life Ins Co. - GICS	GIC	10,041,804
962,288	Metropolitan Life Ins Co. - Short	Security-backed Contract	102,056,296
981,600	Metropolitan Life Ins Co. - Intermediate	Security-backed Contract	108,008,508
56,339	Massachusetts Mutual Life Ins., - Short	Security-backed Contract	58,023,317
107,233	Massachusetts Mutual Life Ins.	Security-backed Contract	115,658,093
101,954,856	*EB Temporary Investment Fund II	Common Collective Trust Fund	102,019,720
169,781,706	Putnam Stable Value Fund	Common Collective Trust Fund	170,078,138
6,797,203	Stable Value Fund D	Common Collective Trust Fund	150,904,071
Stable Value Fund Subtotal			\$ 1,142,983,160
Small Cap Value Fund		Separately Managed Fund	
48,300	ACTUANT CORP	Common Stock	\$ 1,253,385
67,050	AIR LEASE CORP	Common Stock	2,306,855
27,500	AMN HEALTHCARE SERVICES INC	Common Stock	1,057,375
53,650	ARTISAN PARTNERS ASSET MANAGEM	Common Stock	1,596,088
408,620	ASCENA RETAIL GROUP INC	Common Stock	2,529,358
9,800	BIO-RAD LABORATORIES INC	Common Stock	1,786,344
61,740	CATHAY GENERAL BANCORP	Common Stock	2,347,972
96,567	CNO FINANCIAL GROUP INC	Common Stock	1,849,258
46,017	CONTINENTAL BUILDING PRODUCTS	Common Stock	1,062,993
42,200	CORELOGIC INC/UNITED STATES	Common Stock	1,554,226
222,984	COUSINS PROPERTIES INC	Common Stock	1,897,594
12,208	DIAMONDBACK ENERGY INC	Common Stock	1,233,740
55,714	DIEBOLD NIXDORF INC	Common Stock	1,401,207
124,670	ENCANA CORP	Common Stock	1,463,906
54,300	ENCORE CAPITAL GROUP INC	Common Stock	1,555,695
35,210	ENDURANCE SPECIALTY HOLDINGS L	Common Stock	3,253,404
36,220	ENVISION HEALTHCARE CORP	Common Stock	2,292,364

47,988	ESSENT GROUP LTD	Common Stock	1,553,372
71,420	FORUM ENERGY TECHNOLOGIES INC	Common Stock	1,571,240
43,500	GLACIER BANCORP INC	Common Stock	1,576,005
35,650	HAEMONETICS CORP	Common Stock	1,433,130
75,700	HANCOCK HOLDING CO	Common Stock	3,262,670
45,500	HEALTHSOUTH CORP	Common Stock	1,887,340
58,000	HUDSON PACIFIC PROPERTIES INC	Common Stock	2,017,240
19,000	IDEX CORP	Common Stock	1,711,140
53,270	INTEGER HOLDINGS CORP	Common Stock	1,568,802
19,500	INTEGRA LIFESCIENCES HOLDINGS	Common Stock	1,672,905
10,825	J&J SNACK FOODS CORP	Common Stock	1,448,926
91,500	JABIL CIRCUIT INC	Common Stock	2,165,805
73,000	KAR AUCTION SERVICES INC	Common Stock	3,134,620
93,751	KATE SPADE & CO	Common Stock	1,750,331
45,180	KIRBY CORP	Common Stock	3,004,470
58,500	KNIGHT TRANSPORTATION INC	Common Stock	1,933,425
92,650	KORN/FERRY INTERNATIONAL	Common Stock	2,735,955
74,023	LADDER CAPITAL CORP	Common Stock	1,049,646
26,300	LANDSTAR SYSTEM INC	Common Stock	2,243,390
52,493	MATADOR RESOURCES CO	Common Stock	1,352,220
34,001	ON ASSIGNMENT INC	Common Stock	1,501,484
110,820	OUTFRONT MEDIA INC	Common Stock	2,756,093
27,873	PARKWAY INC	Common Stock	620,174
64,150	PARTY CITY HOLDCO INC	Common Stock	910,930
122,300	PENNYMAC MORTGAGE INVESTMENT T	Common Stock	2,059,532
331,500	PIER 1 IMPORTS INC	Common Stock	2,831,010
37,715	POLYONE CORP	Common Stock	1,213,480
18,750	POST HOLDINGS INC	Common Stock	1,507,313
46,863	RSP PERMIAN INC	Common Stock	2,091,027
128,964	SEAWORLD ENTERTAINMENT INC	Common Stock	2,441,289
46,500	SELECTIVE INSURANCE GROUP INC	Common Stock	2,001,825
38,720	SILGAN HOLDINGS INC	Common Stock	1,981,690
69,295	SNYDER'S-LANCE INC	Common Stock	2,656,770
106,200	STEELCASE INC	Common Stock	1,913,724
39,420	STERIS PLC	Common Stock	2,656,514
112,800	STERLING BANCORP/DE	Common Stock	2,639,520
39,442	STIFEL FINANCIAL CORP	Common Stock	1,970,128
59,776	TEAM HEALTH HOLDINGS INC	Common Stock	2,597,267
38,695	TETRA TECH INC	Common Stock	1,669,689
24,800	TREEHOUSE FOODS INC	Common Stock	1,790,312
22,780	US SILICA HOLDINGS INC	Common Stock	1,292,594
64,300	VERIFONE SYSTEMS INC	Common Stock	1,140,039
61,950	WEBSTER FINANCIAL CORP	Common Stock	3,362,646
11,720	WEX INC	Common Stock	1,307,952
181,622	WPX ENERGY INC	Common Stock	2,646,233
36,250	ZEBRA TECHNOLOGIES CORP	Common Stock	3,108,800
75,774	ZIONS BANCORPORATION	Common Stock	3,261,313
	Cash	Cash	1,590
15,204,941	*EB Temporary Investment Fund II	Common Collective Trust Fund	15,214,035

Small Cap Value Fund Subtotal**\$ 280,773,558**

Growth & Income Fund	J&W Seligman, Mellon Capital Management Growth & Income Fund, and Barrow, Hanley, Mewhinney & Strauss		Separately Managed Fund	
	17,200	AIR PRODUCTS & CHEMICALS INC	Common Stock	\$ 2,488,496
	41,600	ALTRIA GROUP INC	Common Stock	2,838,368
	37,600	AMERICAN EXPRESS CO	Common Stock	2,785,408
	40,700	AMERICAN INTERNATIONAL GROUP I	Common Stock	2,658,117
	15,900	AMERIPRISE FINANCIAL INC	Common Stock	1,763,946
	15,200	ANTHEM INC	Common Stock	2,185,304
	20,700	APPLE INC	Common Stock	2,397,474
	169,300	BANK OF AMERICA CORP	Common Stock	3,741,530
	15,300	BAYER AG	Common Stock	1,595,484
	15,600	BERKSHIRE HATHAWAY INC	Common Stock	2,542,488
	72,800	BP PLC	Common Stock	2,721,264
	35,800	CAPITAL ONE FINANCIAL CORP	Common Stock	3,123,192
	35,300	CARDINAL HEALTH INC	Common Stock	2,556,387
	51,700	CARNIVAL CORP	Common Stock	2,691,502
	24,000	CELANESE CORP	Common Stock	1,889,760
	24,800	CHEVRON CORP	Common Stock	2,918,960
	15,200	CIGNA CORP	Common Stock	2,027,528
	72,050	CITIGROUP INC	Common Stock	4,281,932
	69,900	COCA-COLA EUROPEAN PARTNERS PL	Common Stock	2,207,246
	57,800	CONOCOPHILLIPS	Common Stock	2,898,092
	51,300	CRH PLC	Common Stock	1,763,694
	33,800	*CVS HEALTH CORP	Common Stock	2,667,158
	16,900	DEERE & CO	Common Stock	1,751,516
	35,200	DISCOVER FINANCIAL SERVICES	Common Stock	2,537,568
	61,300	E*TRADE FINANCIAL CORP	Common Stock	2,124,045
	23,900	EI DU PONT DE NEMOURS & CO	Common Stock	1,754,260
	32,600	EXPRESS SCRIPTS HOLDING CO	Common Stock	2,242,554
	150,900	FAIRMOUNT SANTROL HOLDINGS INC	Common Stock	1,779,111
	38,500	FIFTH THIRD BANCORP	Common Stock	1,043,735
	30,600	FMC CORP	Common Stock	1,735,785
	49,300	FNF GROUP	Common Stock	1,674,228
	9,200	GENERAL DYNAMICS CORP	Common Stock	1,588,472
	84,100	HANESBRANDS INC	Common Stock	1,814,037
	47,300	HESS CORP	Common Stock	2,946,317
	13,400	HONEYWELL	Common Stock	1,552,390
	17,000	INTERNATIONAL INC	Common Stock	1,958,570
	65,493	JOHNSON & JOHNSON JOHNSON CONTROLS INTERNATIONAL	Common Stock	2,714,030
	48,300	JPMORGAN CHASE & CO	Common Stock	4,167,807
	156,200	KEYCORP	Common Stock	2,853,774
	19,900	LYONDELLBASELL INDUSTRIES NV	Common Stock	1,707,022
	29,700	MEDTRONIC PLC	Common Stock	2,128,302
	28,200	MERCK & CO INC	Common Stock	1,673,388

38,300	MICROCHIP TECHNOLOGY INC	Common Stock	2,456,945
37,000	MICROSOFT CORP	Common Stock	2,299,180
129,400	NAVIENT CORP	Common Stock	2,126,042
154,300	NEW YORK COMMUNITY BANCORP INC	Common Stock	2,454,913
43,800	NIELSEN HOLDINGS PLC	Common Stock	1,837,410
62,000	NORWEGIAN CRUISE LINE HOLDINGS	Common Stock	2,636,860
1,102	NVR INC	Common Stock	1,839,238
37,100	OCCIDENTAL PETROLEUM CORP	Common Stock	2,670,829
52,500	ORACLE CORP	Common Stock	2,018,625
45,500	OWENS CORNING	Common Stock	2,355,080
59,522	PFIZER INC	Common Stock	1,933,275
21,400	PHILIP MORRIS INTERNATIONAL IN	Common Stock	1,980,142
28,800	PHILLIPS 66	Common Stock	2,488,608
24,400	PNC FINANCIAL SERVICES GROUP I	Common Stock	2,853,824
32,600	QUALCOMM INC	Common Stock	2,125,520
11,300	RAYTHEON CO	Common Stock	1,612,877
41,662	REYNOLDS AMERICAN INC	Common Stock	2,353,903
31,300	ROYAL CARIBBEAN CRUISES LTD	Common Stock	2,582,876
45,700	SANOFI	Common Stock	1,848,108
43,300	SEAWORLD ENTERTAINMENT INC	Common Stock	819,669
191,000	SLM CORP	Common Stock	2,104,820
42,800	SPIRIT AEROSYSTEMS HOLDINGS IN	Common Stock	2,501,660
20,000	STANLEY BLACK & DECKER INC	Common Stock	2,293,800
32,000	STATE STREET CORP	Common Stock	2,499,200
59,800	TEVA PHARMACEUTICAL INDUSTRIES	Common Stock	2,167,750
31,900	TEXAS INSTRUMENTS INC	Common Stock	2,327,743
83,800	TWENTY-FIRST CENTURY FOX INC	Common Stock	2,349,752
24,125	UNITED TECHNOLOGIES CORP	Common Stock	2,644,583
17,400	UNITEDHEALTH GROUP INC	Common Stock	2,784,696
35,410	VERIZON COMMUNICATIONS INC	Common Stock	1,890,186
34,100	VERSUM MATERIALS INC	Common Stock	957,187
56,800	WELLS FARGO & CO	Common Stock	3,130,248
12,000	WILLIS TOWERS WATSON PLC	Common Stock	1,473,120
43,900	XL GROUP LTD	Common Stock	1,644,494
			<hr/>
			\$ 172,553,404
700,000	AES CORP/VA	Common Stock	8,134,000
174,000	ALTRIA GROUP INC	Common Stock	11,872,020
103,942	ANADARKO PETROLEUM CORP	Common Stock	7,247,876
322,000	APPLIED MATERIALS INC	Common Stock	10,390,940
665,000	BANK OF AMERICA CORP	Common Stock	14,696,500
140,000	BAXTER INTERNATIONAL INC	Common Stock	6,225,800
152,000	BRISTOL-MYERS SQUIBB CO	Common Stock	8,882,880
70,441	CHEVRON CORP	Common Stock	8,290,906
180,000	CITIGROUP INC	Common Stock	10,697,400
489,000	CORNING INC	Common Stock	11,868,030

57,500	COSTCO WHOLESALE CORP	Common Stock	9,206,325
250,000	CSX CORP	Common Stock	8,982,500
65,000	EXPRESS SCRIPTS HOLDING CO	Common Stock	4,471,350
177,000	FMC CORP	Common Stock	10,040,325
177,000	HALLIBURTON CO	Common Stock	9,573,930
85,000	HONEYWELL INTERNATIONAL INC	Common Stock	9,847,250
51,900	HUMANA INC	Common Stock	10,589,157
125,000	JPMORGAN CHASE & CO	Common Stock	10,786,250
168,000	JUNIPER NETWORKS INC	Common Stock	4,747,680
135,000	LOWE'S COS INC	Common Stock	9,601,200
180,000	MARATHON OIL CORP	Common Stock	3,115,800
130,500	MARATHON PETROLEUM CORP	Common Stock	6,570,675
200,000	METLIFE INC	Common Stock	10,778,000
225,000	MORGAN STANLEY	Common Stock	9,506,250
118,000	NEXTERA ENERGY INC	Common Stock	14,096,280
80,000	PHILIP MORRIS INTERNATIONAL IN	Common Stock	7,402,400
157,695	QUALCOMM INC	Common Stock	10,281,714
362,000	TERADATA CORP	Common Stock	9,835,540
160,673	TYSON FOODS INC	Common Stock	9,910,311
80,000	UNION PACIFIC CORP	Common Stock	8,294,400
77,000	UNITED TECHNOLOGIES CORP	Common Stock	8,440,740
280,000	UNUM GROUP	Common Stock	12,300,400
124,000	VALERO ENERGY CORP	Common Stock	8,471,680
240,000	VERIZON COMMUNICATIONS INC	Common Stock	12,811,200
225,000	WELLS FARGO & CO	Common Stock	12,399,750
150,000	WILLIAMS COS INC/THE	Common Stock	4,671,000
			<u>\$ 335,038,459</u>
	Cash	Cash	364
720,047	CVS Mellon Capital Management Fund	Common Collective Trust Fund	<u>168,620,584</u>
923,522	*EB Temporary Investment Fund II	Common Collective Trust Fund	<u>924,292</u>
24,477,623	*EB Temporary Investment Fund II	Common Collective Trust Fund	<u>24,490,685</u>
	Growth & Income Fund Subtotal		\$ <u>701,627,788</u>

Large Cap Growth Fund	TRowe Price and Columbus Circle Core Equity Fund	Separately Managed Fund	
27,463	ALBEMARLE CORP	Common Stock	\$ 2,372,391
12,263	ALPHABET INC-CL A	Common Stock	9,717,814
8,593	AMAZON.COM INC	Common Stock	6,443,633
36,300	ANALOG DEVICES INC	Common Stock	2,636,106
74,775	APPLE INC	Common Stock	8,660,441
92,200	APPLIED MATERIALS INC	Common Stock	2,975,294
4,400	BIOGEN INC	Common Stock	1,247,752
18,526	BROADCOM LTD	Common Stock	3,274,841
48,300	CATERPILLAR INC	Common Stock	4,479,342

15,900	CBS CORP	Common Stock	1,011,558
37,754	CELGENE CORP	Common Stock	4,370,026
52,000	CHARLES SCHWAB CORP/THE CITIZENS FINANCIAL GROUP INC	Common Stock	2,052,440
75,700	CME GROUP INC	Common Stock	2,697,191
23,542	CSX CORP	Common Stock	2,792,081
75,600	DEERE & CO	Common Stock	2,716,308
20,100	DELTA AIR LINES INC	Common Stock	2,083,164
84,778	DEXCOM INC	Common Stock	4,170,230
37,639	DIAMONDBACK ENERGY INC	Common Stock	2,247,048
36,663	DOLLAR TREE INC	Common Stock	3,705,163
32,213	EBAY INC	Common Stock	2,486,199
69,000	EDWARDS LIFESCIENCES CORP	Common Stock	2,048,610
48,373	FACEBOOK INC	Common Stock	4,532,550
49,980	FEDEX CORP	Common Stock	5,750,199
24,986	FIDELITY NATIONAL INFORMATION FLEETCOR TECHNOLOGIES INC	Common Stock	4,662,388
39,473	HALLIBURTON CO	Common Stock	2,985,738
28,561	INTUITIVE SURGICAL INC	Common Stock	4,041,953
28,000	KELLOGG CO	Common Stock	1,514,520
6,319	KRAFT HEINZ CO/THE L-3 COMMUNICATIONS HOLDINGS IN	Common Stock	4,007,320
29,684	LAM RESEARCH CORP	Common Stock	2,188,008
41,500	MASCO CORP	Common Stock	3,623,780
10,600	MASTERCARD INC	Common Stock	1,612,366
43,521	MICRON TECHNOLOGY INC	Common Stock	4,621,060
116,100	MICROSOFT CORP	Common Stock	3,671,082
54,731	NETFLIX INC	Common Stock	5,650,976
139,800	NEWELL BRANDS INC	Common Stock	3,064,416
139,100	NORDSTROM INC	Common Stock	8,643,674
24,938	NXP SEMICONDUCTORS NV	Common Stock	3,087,324
64,300	PANERA BREAD CO	Common Stock	2,870,995
36,800	PINNACLE FOODS INC	Common Stock	1,763,824
33,426	PIONEER NATURAL RESOURCES CO	Common Stock	3,276,082
13,132	PRICELINE GROUP INC/THE	Common Stock	2,693,242
20,800	PROCTER & GAMBLE CO/THE ROYAL CARIBBEAN CRUISES LTD	Common Stock	1,117,688
21,561	S&P GLOBAL INC	Common Stock	3,882,489
1,990	THERMO FISHER SCIENTIFIC INC	Common Stock	2,917,459
61,055	TJX COS INC/THE	Common Stock	5,133,504
46,271	ULTA BEAUTY INC	Common Stock	3,818,283
24,268	VANTIV INC	Common Stock	2,609,781
29,416	VISA INC	Common Stock	4,155,010
65,885	WYNN RESORTS LTD	Common Stock	4,949,940
22,979			5,858,266
35,200			2,098,624
72,496			5,656,138
31,057			2,686,741
			<hr/>
			\$ 193,333,052

1,800	ACTIVISION BLIZZARD INC	Common Stock	64,998
19,083	AETNA INC	Common Stock	2,366,483
700	AGILENT TECHNOLOGIES INC	Common Stock	31,984

20,000	ALASKA AIR GROUP INC	Common Stock	1,774,600
	ALEXION		
17,881	PHARMACEUTICALS INC	Common Stock	2,187,740
	ALIBABA GROUP HOLDING		
43,978	LTD	Common Stock	3,861,708
12,000	ALLERGAN PLC	Common Stock	2,520,120
6,500	ALPHABET INC-CL A	Common Stock	5,150,925
11,536	ALPHABET INC-CL C	Common Stock	8,903,716
22,600	AMAZON.COM INC	Common Stock	16,947,062
	AMERICAN AIRLINES GROUP		
78,200	INC	Common Stock	3,651,158
34,100	AMERICAN TOWER CORP	Common Stock	3,623,466
900	AMERIPRISE FINANCIAL INC	Common Stock	99,846
200	ANTHEM INC	Common Stock	28,754
700	AON PLC	Common Stock	78,071
14,100	APPLE INC	Common Stock	1,633,062
1,200	AUTOZONE INC	Common Stock	947,748
3,300	BAIDU INC	Common Stock	542,553
7,100	BALL CORP	Common Stock	532,997
	BANK OF NEW YORK		
25,800	MELLON CORP/T	Common Stock	1,222,404
9,200	BECTON DICKINSON AND CO	Common Stock	1,523,060
7,300	BIOGEN INC	Common Stock	2,070,134
900	BLACKROCK INC	Common Stock	342,486
17,000	BOEING CO/THE	Common Stock	2,646,560
14,100	BRISTOL-MYERS SQUIBB CO	Common Stock	824,004
7,700	BROADCOM LTD	Common Stock	1,361,129
	CANADIAN PACIFIC		
5,400	RAILWAY LTD	Common Stock	773,128
200	CARDINAL HEALTH INC	Common Stock	14,484
25,400	CELGENE CORP	Common Stock	2,940,050
3,701	CENTENE CORP	Common Stock	209,144
24,700	CHARLES SCHWAB CORP/THE	Common Stock	974,909
	CHARTER COMMUNICATIONS		
3,861	INC	Common Stock	1,111,659
1,100	CHUBB LTD	Common Stock	146,091
5,300	CIGNA CORP	Common Stock	706,967
10,200	CITIGROUP INC	Common Stock	606,186
	CITIZENS FINANCIAL GROUP		
5,200	INC	Common Stock	185,276
3,500	CME GROUP INC	Common Stock	415,100
6,400	COACH INC	Common Stock	226,288
8,200	COMCAST CORP	Common Stock	568,465
	CONSTELLATION BRANDS		
4,200	INC	Common Stock	643,902
2,700	COSTCO WHOLESALE CORP	Common Stock	432,297
600	CR BARD INC	Common Stock	134,796
	CTRIIP.COM INTERNATIONAL		
21,680	LTD	Common Stock	867,200
63,700	DANAHER CORP	Common Stock	4,966,371
10,100	DELPHI AUTOMOTIVE PLC	Common Stock	680,235
8,400	DELTA AIR LINES INC	Common Stock	413,196
1,600	DENTSPLY SIRONA INC	Common Stock	92,492
5,700	DOLLAR GENERAL CORP	Common Stock	423,624
800	DOMINO'S PIZZA INC	Common Stock	127,392
	DR PEPPER SNAPPLE GROUP		
500	INC	Common Stock	45,335
1,400	ECOLAB INC	Common Stock	164,626
	EI DU PONT DE NEMOURS &		
300	CO	Common Stock	22,020

12,800	ELECTRONIC ARTS INC	Common Stock	1,008,128
5,100	ELI LILLY & CO	Common Stock	375,105
504	EQUIFAX INC	Common Stock	59,588
1,100	EQUINIX INC	Common Stock	393,151
81,500	FACEBOOK INC	Common Stock	9,376,575
7,400	FEDEX CORP	Common Stock	1,381,120
7,300	FERRARI NV	Common Stock	424,422
9,200	FIDELITY NATIONAL INFORMATION	Common Stock	695,888
1,247	FIRST REPUBLIC BANK/CA	Common Stock	114,899
20,700	FISERV INC	Common Stock	2,199,996
2,000	FLEETCOR TECHNOLOGIES INC	Common Stock	283,040
32,900	FORTIVE CORP	Common Stock	1,764,469
200	GENERAL DYNAMICS CORP	Common Stock	34,532
1,100	GLOBAL PAYMENTS INC	Common Stock	76,351
700	GOLDMAN SACHS GROUP INC/THE	Common Stock	167,615
13,700	HANESBRANDS INC	Common Stock	295,509
600	HENRY SCHEIN INC	Common Stock	91,026
52,850	HILTON WORLDWIDE HOLDINGS INC	Common Stock	1,437,520
16,900	HOME DEPOT INC/THE	Common Stock	2,265,952
6,400	HUMANA INC	Common Stock	1,305,792
8,801	IHS MARKIT LTD	Common Stock	311,643
88	ILLUMINA INC	Common Stock	11,268
49,300	INTERCONTINENTAL EXCHANGE INC	Common Stock	2,781,506
4,300	INTUIT INC	Common Stock	492,823
3,050	INTUITIVE SURGICAL INC	Common Stock	1,934,219
4,000	JB HUNT TRANSPORT SERVICES INC	Common Stock	388,280
9,576	JOHNSON CONTROLS INTERNATIONAL	Common Stock	397,554
15,500	JPMORGAN CHASE & CO	Common Stock	1,337,495
200	KANSAS CITY SOUTHERN	Common Stock	17,036
600	KRAFT HEINZ CO/THE	Common Stock	52,392
1,400	L BRANDS INC	Common Stock	92,176
14,500	LAS VEGAS SANDS CORP	Common Stock	774,445
27,400	LOWE'S COS INC	Common Stock	1,948,688
14,300	MARRIOTT INTERNATIONAL INC/MD	Common Stock	1,182,324
13,200	MARSH & MCLENNAN COS INC	Common Stock	892,188
53,700	MASTERCARD INC	Common Stock	5,544,525
200	MCKESSON CORP	Common Stock	28,146
7,800	MERCK & CO INC	Common Stock	462,852
42,400	MGM RESORTS INTERNATIONAL	Common Stock	1,222,392
1,200	MICROCHIP TECHNOLOGY INC	Common Stock	76,980
115,900	MICROSOFT CORP	Common Stock	7,202,026
4,900	MOLSON COORS BREWING CO	Common Stock	476,819
20,200	MONDELEZ INTERNATIONAL INC	Common Stock	899,304
4,500	MONSTER BEVERAGE CORP	Common Stock	199,530
105,100	MORGAN STANLEY	Common Stock	4,440,475
19,700	NETFLIX INC	Common Stock	2,438,860
4,800	NEXTERA ENERGY INC	Common Stock	573,408
900	NORFOLK SOUTHERN CORP	Common Stock	97,263

2,300	NORTHERN TRUST CORP	Common Stock	205,689
2,500	NORTHROP GRUMMAN CORP	Common Stock	581,450
1,700	NORWEGIAN CRUISE LINE HOLDINGS	Common Stock	72,301
24,430	NXP SEMICONDUCTORS NV	Common Stock	2,394,384
7,400	O'REILLY AUTOMOTIVE INC	Common Stock	2,060,234
35,400	PAYPAL HOLDINGS INC	Common Stock	1,397,238
800	PENTAIR PLC	Common Stock	44,856
9,400	PHILIP MORRIS INTERNATIONAL IN	Common Stock	869,782
5,890	PRICELINE GROUP INC/THE	Common Stock	8,635,093
800	RAYTHEON CO	Common Stock	114,186
12,790	RED HAT INC	Common Stock	891,463
	REGENERON		
200	PHARMACEUTICALS INC	Common Stock	73,418
1,100	ROCKWELL COLLINS INC	Common Stock	102,036
3,100	ROPER TECHNOLOGIES INC	Common Stock	567,548
22,600	ROSS STORES INC	Common Stock	1,482,560
	ROYAL CARIBBEAN CRUISES LTD		
9,300	LTD	Common Stock	767,196
2,700	S&P GLOBAL INC	Common Stock	290,358
44,800	SALESFORCE.COM INC	Common Stock	3,067,008
24,400	SERVICENOW INC	Common Stock	1,813,896
500	SHERWIN-WILLIAMS CO/THE	Common Stock	134,370
5,852	SHIRE PLC	Common Stock	997,064
11,100	STARBUCKS CORP	Common Stock	616,272
22,200	STATE STREET CORP	Common Stock	1,733,820
19,600	STRYKER CORP	Common Stock	2,356,606
	TD AMERITRADE HOLDING CORP		
61,500	CORP	Common Stock	2,681,400
129,300	TENCENT HOLDINGS LTD	Common Stock	3,131,646
6,341	TESLA INC	Common Stock	1,355,008
9,900	TEXTRON INC	Common Stock	480,926
	THERMO FISHER SCIENTIFIC INC		
16,590	INC	Common Stock	2,343,563
3,400	TIME WARNER INC	Common Stock	328,202
6,400	TRACTOR SUPPLY CO	Common Stock	485,184
200	UNION PACIFIC CORP	Common Stock	20,736
	UNITED CONTINENTAL HOLDINGS IN		
17,500	Common Stock		1,275,400
28,400	UNITEDHEALTH GROUP INC	Common Stock	4,545,136
800	US BANCORP	Common Stock	41,320
	VERTEX PHARMACEUTICALS INC		
14,000	Common Stock		1,031,380
75,000	VISA INC	Common Stock	5,851,500
800	WABTEC CORP/DE	Common Stock	66,416
	WALGREENS BOOTS		
28,700	ALLIANCE INC	Common Stock	2,375,206
1,100	WALT DISNEY CO/THE	Common Stock	115,500
	WILLIS TOWERS WATSON PLC		
4,200	Common Stock		515,592
6,300	WORKDAY INC	Common Stock	416,367
13,500	YUM! BRANDS INC	Common Stock	854,955
14,500	ZOETIS INC	Common Stock	776,185
			<hr/>
		\$	202,815,746
	*EB Temporary Investment Fund		
1,666,789	II	Common Collective Trust Fund	<hr/>
			1,667,590

9,611,203	*EB Temporary Investment Fund II	Common Collective Trust Fund	<u>9,615,562</u>
1,301,680	EB DL NON SL LARGE CAP GROWTH	Common Collective Trust Fund	\$ <u>197,985,458</u>
	Large Cap Growth Fund Subtotal		\$ <u>605,417,408</u>

Omnicare Plans	Vanguard, Schwab	Separately Managed Fund	
101,720,618	Vanguard Institutional Index	Mutual Fund	\$ 101,720,618
21,830,460	Vanguard Short Term Treas Adm	Mutual Fund	21,830,460
75,757,778	Vanguard Wellington N Admiral	Mutual Fund	75,757,778
50,795,876	Black Rock Equity Dividend	Mutual Fund	50,795,876
5,108,725	Black Rock Inflation Prot Bd Instl	Mutual Fund	5,108,725
38,845,384	American Funds - EuroPacific Growth	Mutual Fund	38,845,384
15,391,397	Fidelity Contra Fund	Mutual Fund	15,391,397
42,382,079	Lord Abbett Value Opport	Mutual Fund	42,382,079
26,246,185	Pimco Total Return	Mutual Fund	26,246,185
11,339,134	Vanguard Sm Cap Index Instl	Mutual Fund	<u>11,339,134</u>
			389,417,636
1,846,906	Schwab Managed Ret 2010 CL	Common Collective Trust Fund	1,846,906
4,766,500	Schwab Managed Ret 2015 CL	Common Collective Trust Fund	4,766,500
11,561,939	Schwab Managed Ret 2020 CL	Common Collective Trust Fund	11,561,939
18,320,738	Schwab Managed Ret 2025 CL	Common Collective Trust Fund	18,320,738
15,608,398	Schwab Managed Ret 2030 CL	Common Collective Trust Fund	15,608,398
15,783,925	Schwab Managed Ret 2035 CL	Common Collective Trust Fund	15,783,925
9,584,225	Schwab Managed Ret 2040 CL	Common Collective Trust Fund	9,584,225
6,754,498	Schwab Managed Ret 2045 CL	Common Collective Trust Fund	6,754,498
5,527,809	Schwab Managed Ret 2050 CL	Common Collective Trust Fund	5,527,809
2,547,504	Federated Cap Preserve	Common Collective Trust Fund	<u>2,547,504</u>
			92,302,442
8,974,019	Schwab Value Adv Inst Prime	Schwab Value Adv Inst Prime	8,974,020
	Self -Directed Brokerage Acct		7,595,808
	Notes receivable from participants (Omnicare)	Prime rate as of the month end prior to loan request date plus 1%	<u>5,520,481</u>
	Omnicare Assets Transferred In		\$ <u>503,810,387</u>
	Notes receivable from participants	Prime rate as of the month end prior to loan request date plus 1%	\$ <u>201,073,952</u>
	Total Assets Held in the Plan		\$ <u>9,428,593,570</u>

*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

**401(K) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN
OF CVS HEALTH CORPORATION AND AFFILIATED COMPANIES
EIN/PN: 05-0494040/017**

ATTACHMENT TO 2016 SCHEDULE H, LINE 4I (FORM 5500)

The Schedule Assets Held at End of Year is included in the "Accountant Opinion/IQPA Report" attachment.