

Rolheiser Eric
Form 4/A
January 04, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rolheiser Eric

2. Issuer Name and Ticker or Trading Symbol
Core-Mark Holding Company, Inc.
[CORE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
395 OYSTER POINT BLVD.,
SUITE 415

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2019

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
President - Canada Operations

SOUTH SAN
FRANCISCO, CA 94080

4. If Amendment, Date Original Filed(Month/Day/Year)
01/03/2019

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Coremark common stock | 01/01/2019 | 01/02/2019 | M | | 2,668 | A | \$ 0.01 2,668 | D |
| Coremark common stock | 01/01/2019 | 01/02/2019 | M | | 2,492 | A | \$ 0.01 5,160 | D |
| Coremark common stock | 01/01/2019 | 01/02/2019 | F | | 2,512 <u>(1)</u> | D | \$ 23.79 2,648 | D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 2016 RSU Grant | \$ 0.01 | 01/01/2019 | 01/02/2019 | M | 2,668 | 01/20/2017 01/20/2023 | Coremark common stock | 2,668 |
| 2017 RSU Grant | \$ 0.01 | 01/01/2019 | 01/02/2019 | M | 2,492 | 01/23/2018 01/23/2024 | Coremark common stock | 2,492 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rolheiser Eric 395 OYSTER POINT BLVD., SUITE 415 SOUTH SAN FRANCISCO, CA 94080 | | | President - Canada Operations | |

Signatures

Chris
Miller, POA 01/04/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Corrected to reflect actual number of shares withheld for taxes on RSU vesting.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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