

Stein William  
Form 4/A  
March 19, 2019

**FORM 4**

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

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stein William

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/23/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP US Distribution East

(Street)  
SOUTH SAN  
FRANCISCO, CA 94080

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
01/25/2019

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Coremark<br>Common<br>Stock           | 01/23/2019                              |                                                             | M                                       | (A)<br>or<br>(D)<br>6,047<br>(1)                                        | \$ 0.01 91,181 (2)                                                                                                 | D                                                                       |                                                                   |
| Coremark<br>Common<br>Stock           | 01/23/2019                              |                                                             | F                                       | (A)<br>or<br>(D)<br>1,475<br>(3)                                        | \$ 29.18 89,706 (2)                                                                                                | D                                                                       |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| 2018 Performance Shares                    | \$ 0.01                                                | 01/23/2019                           |                                                    | A                              | 18,142                                                                                  | (1) (1)                                                  | Coremark Common Stock 18,142                                  |
| 2018 Performance Shares                    | \$ 0.01                                                | 01/23/2019                           |                                                    | M                              | 6,047                                                                                   | (1) (1)                                                  | Coremark Common Stock 6,047                                   |
| 2019 RSU Grant                             | \$ 0.01                                                | 01/23/2019                           |                                                    | A                              | 12,463                                                                                  | (4) (4)                                                  | Coremark Common Stock 12,463                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships                    |
|-------------------------------------------------------------------------------------|----------------------------------|
|                                                                                     | Director 10% Owner Officer Other |
| Stein William<br>395 OYSTER POINT BLVD., SUITE 415<br>SOUTH SAN FRANCISCO, CA 94080 | SVP US<br>Distribution<br>East   |

## Signatures

Chris Miller,  
POA 03/19/2019

\*\*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) 2018 Performance Shares were earned upon the achievement of certain company financial goals. These shares will vest according to the following schedule: 1/3 on January 23, 2019; 1/3 on January 1, 2020; 1/3 on January 1, 2021.
- (2) Amount of securities beneficially owned has been updated to reflect the correct amount of shares.
- (3) Shares withheld for taxes on Performance RSU Vesting previously reported in Table I
- (4)

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This grant represents RSU's from the 2010 Long Term Incentive Plan that are subject to the following vesting schedule: 1/3 on January 23, 2020; 1/3 on January 1, 2021; 1/3 on January 1, 2022.

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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