Core-Mark Holding Company, Inc.

Form 8-K/A

March 07, 2012

**UNITED STATES** 

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

**CURRENT REPORT** 

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

January 18, 2012

Date of Report

(Date of earliest event reported)

CORE-MARK HOLDING COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware 000-51515

(State or other jurisdiction of (Commission File Number) incorporation)

(IRS Employer Identification No.)

20-1489747

395 Oyster Point Boulevard, Suite 415,

South San Francisco, California

(Address of principal executive offices)

(Zip Code)

(650) 589-9445

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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

94080

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

### **Explanatory Note**

This Current Report on Form 8-K/A is being filed as an amendment ("Amendment No. 1") to the Current Report on Form 8-K filed by Core-Mark Holding Company, Inc. with the Securities and Exchange Commission on January 24, 2012 (the "Original Filing"). The sole purpose of Amendment No. 1 is to update exhibit 10.3 and add exhibit 10.4.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following is filed as an exhibit to this report:

Number Description

Form of Management Performance Share Award Agreement under the Core-Mark Holding

Company, Inc. 2010 Long-Term Incentive Plan

Form of Management Special Incentive Share Award Agreement under the Core-Mark

Holding Company, Inc. 2010 Long-Term Incentive Plan

### **SIGNATURES**

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

CORE-MARK HOLDING COMPANY, INC.

Date: March 7, 2012 By: /S/ CHRISTOPHER MILLER

Name: Christopher Miller

Title: Vice President, Chief Accounting Officer

## EXHIBIT INDEX

Number	Description		
10.3	Form of Management Performance Share Award Agreement under the Core-Mark Holding Company,		
	Inc. 2010 Long-Term Incentive Plan		
10.4	Form of Management Special Incentive Share Award Agreement under the Core-Mark Holding		
	Company, Inc. 2010 Long-Term Incentive Plan		