

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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**January 23, 2019**  
Date of Report  
(Date of earliest event reported)



**Core-Mark Holding Company, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation)

**000-51515**  
(Commission File Number)

**20-1489747**  
(IRS Employer  
Identification No.)

**395 Oyster Point Boulevard, Suite 415  
South San Francisco, California**  
(Address of principal executive offices)

**94080**  
(Zip Code)

**(650) 589-9445**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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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:

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

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On January 23, 2019, the Board of Directors (the “Board”) of Core-Mark Holding Company, Inc. (the “Company”), upon the recommendation of its Nominating and Corporate Governance Committee, appointed Mr. Rocky Dewbre, 53, to the Board as an independent director. Mr. Dewbre is the Chief Executive Officer of Empire Petroleum Partners, LLC in Dallas, Texas, and served as a Board member for CST Brands, Inc. from 2016 until 2017 when it was acquired by Couche-Tard. Prior to CST Brands’ Board, Mr. Dewbre served as Executive Vice President at SUNOCO LP from 2014 to 2015. From 1999 until 2014, Mr. Dewbre served in a variety of leadership positions at Susser Holdings Corporation.

The size of Core-Mark’s Board was increased from nine to ten members in connection with this new appointment.

Mr. Dewbre will receive the Company’s standard non-employee director compensation package, which includes an annual retainer of \$80,000. As part of the standard package, Mr. Dewbre also received a grant of 2,742 restricted stock units under the Company’s 2010 Long-Term Incentive Plan (having a value on the date of grant of approximately \$80,000). The RSU award fully vests on January 1, 2020.

A copy of the press release announcing the appointment of Mr. Dewbre is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following is filed as an exhibit to this report:

<b>Number</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release of Core-Mark Holding Company, Inc., dated January 25, 2019</u></a>

**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: January 25, 2019

By: /s/ Scott E. McPherson  
Name: Scott E. McPherson  
Title: President, Chief Executive Officer and Director



## ***Core-Mark Appoints New Board Member***

**South San Francisco, California - January 25, 2019** - Core-Mark Holding Company, Inc. (Nasdaq: CORE), one of the largest marketers of fresh and broad-line supply solutions to the convenience retail industry in North America, announced today that it has appointed Rocky Dewbre to its Board of Directors. The size of Core-Mark's Board was increased from nine to ten members in connection with this new appointment.

"We are very pleased to have Rocky join our board," said Randolph I. Thornton, Chairman of the Board of Core-Mark. "He brings a valuable and broad-based level of experience in the convenience store industry, a vast and current understanding of the retail landscape along with a proven record in strategic leadership."

Dewbre, 53, is the Chief Executive Officer of Empire Petroleum Partners, LLC in Dallas, Texas, and served as a Board member for CST Brands, Inc. from 2016 until 2017 when it was acquired by Couche-Tard. Prior to joining CST Brands' Board, Mr. Dewbre served as Executive Vice President at SUNOCO LP from 2014 to 2015. From 1999 until 2014 Mr. Dewbre served in a variety of leadership positions at Susser Holdings Corporation.

Mr. Dewbre has a B.B.A. from Texas Tech University in Accounting and Management Information Systems and an MBA from the University of Texas. He also completed the Authentic Leadership Development program at Harvard University.

### **About Core-Mark**

Core-Mark is one of the largest marketers of fresh and broad-line supply solutions to the convenience retail industry in North America. Founded in 1888, Core-Mark offers a full range of products, marketing programs and technology solutions to approximately 44,000 customer locations in the U.S. and Canada through 32 distribution centers (excluding two distribution facilities the Company operates as a third party logistics provider). Core-Mark services traditional convenience retailers, grocers, drug, liquor and specialty stores, and other stores that carry convenience products. For more information, please visit [www.core-mark.com](http://www.core-mark.com).

Contact: Ms. Milton Gray Draper, Director of Investor Relations at 650-589-9445 x3027 or at [mdraper@core-mark.com](mailto:mdraper@core-mark.com).