

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

FORM 8-K

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

March 1, 2018
Date of Report
(Date of earliest event reported)



CORE-MARK HOLDING COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-51515
(Commission File Number)

20-1489747
(I.R.S. 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)

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 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.

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

(a), (b), (c), (d) and (e) On March 1, 2018, Core-Mark Holding Company, Inc. (the “Company”) announced that Mr. Thomas B. Perkins would be retiring as Chief Executive Officer and stepping down as a member of the Board of Directors of the Company (the “Board”), to be effective as of June 30, 2018. Mr. Perkins has served the Company as Chief Executive Officer and as a member of the Board since January 2013. The Company has named Mr. Scott McPherson as Chief Executive Officer to succeed Mr. Perkins. In connection with his promotion, Mr. McPherson will also be appointed to the Board effective June 30, 2018. Mr. McPherson has served as the Company’s President and Chief Operating Officer since October 2017. Prior to his current position, Mr. McPherson served as Senior Vice President of Business Operations and Strategic Opportunities from January 2015 to October 2017, and as Senior Vice President- Corporate Development from December 2009 to December 2014. Effective June 30, 2018, Mr. McPherson’s annual base salary will be increased to \$500,000, with an annual performance bonus opportunity of 150% of annual base salary. In addition, on June 30, 2018, Mr. McPherson will receive a one-time grant of restricted stock units, valued at \$700,000, to be issued under the Company’s 2010 Long-Term Incentive Plan One-third of Mr. McPherson’s newly-issued restricted stock units will vest on the first anniversary of the date of grant, with the remaining two-thirds vesting in equal quarterly installments over the two-year period following the first anniversary.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following is filed as an exhibit to this report:

Exhibit Number	Description
99.1	Press Release of Core-Mark Holding Company, Inc. dated March 1, 2018 with attachments.

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 1, 2018

By: /s/ CHRISTOPHER M. MILLER
Name: Christopher M. Miller
Title: Senior Vice President, Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release of Core-Mark Holding Company, Inc. dated March 1, 2018 with attachments.



Core-Mark Announces Retirement of CEO Thomas B. Perkins; Board of Directors Appoints Current President and COO Scott E. McPherson to Fill CEO Role Effective June 30th

SOUTH SAN FRANCISCO, CA - March 1, 2018 - 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, today announced a leadership transition plan in which Thomas B. Perkins, Chief Executive Officer, will retire on June 30, 2018 and will also step down from the Board of Directors. Mr. Perkins will be succeeded by Scott E. McPherson, President and Chief Operating Officer, who will become President and Chief Executive Officer and a member of the Board immediately upon Mr. Perkin's retirement.

"On behalf of the Board of Directors, I'd like to express our sincere gratitude to Tom for his leadership and many accomplishments over twenty- four years of dedicated service to Core-Mark," said Randy Thornton, Chairman of the Board. "Tom has done a great job building a long term management succession plan that will serve the Company's employees and shareholders well. He has also led Core-Mark in the build-out of our national footprint, gaining significant market share and expanding into new non-traditional convenience retail markets. We wish Tom and his family all the best in his well-deserved retirement."

"Core-Mark is fortunate to have an executive of Scott McPherson's caliber to succeed Tom," Thornton continued. "Scott is a leader with vast company and industry experience. During his tenure with Core-Mark, he has led our successful acquisition strategy, has been a sales and marketing innovator and has a strong background in all operational aspects of the company. Scott is the perfect choice to lead Core-Mark into the future and deliver superior customer and shareholder value."

"I'm very proud of what we have built at Core-Mark, and I want to acknowledge the efforts of the management team and the entire organization, as well as our Board, in getting us to where we are today," Perkins stated. "I have been evaluating my retirement for some time, and in working through succession with the Board, we knew we were fortunate to have an outstanding CEO-in-waiting in Scott. I look forward to celebrating Core-Mark's many successes in the years ahead."

Tom's been a mentor, a friend and a great leader to Core-Mark. He has put the company in a terrific position to build on its industry leadership and create future value for our customers and shareholders, and I'm looking forward to working with the entire organization to deliver on the opportunity." said McPherson. "I sincerely appreciate the Board's confidence in me, and I have a great deal of optimism about our future."

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 45,000 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.

Forward-Looking Statements

Statements in this press release that are not statements of historical fact are forward-looking statements made pursuant to the safe-harbor provisions of the Securities Exchange Act of 1934 and the Securities Act of 1933. Forward-looking statements in some cases can be identified by the use of words such as “may,” “will,” “should,” “potential,” “intend,” “expect,” “seek,” “anticipate,” “estimate,” “believe,” “could,” “would,” “project,” “predict,” “continue,” “plan,” “propose” or other similar words or expressions. Forward-looking statements are made only as of the date of this press release and are based on our current intent, beliefs, plans and expectations. They involve risks and uncertainties that could cause actual results to differ materially from historical results or those described in or implied by such forward-looking statements.

Refer to the “Risk Factors” section of our Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 1, 2018 and Part II, Item 1A, “Risk Factors” of any quarterly report on Form 10-Q subsequently filed by us for a comprehensive discussion of risk factors. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Contact: Ms. Milton Gray Draper, Director of Investor Relations at 650-589-9445 X 3027 or at mdraper@core-mark.com