

Core-Mark Holding Company, Inc.  
Form 8-K  
April 20, 2006

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**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**

April 20, 2006

Date of Report

(Date of earliest event reported)

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**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 or organization)

**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)

(650) 589-9445

**94080**  
(Zip Code)

(Registrant's telephone number, including area code)

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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))
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**Item 4.01. Change in Registrant's Certifying Accountant.**

(b) Effective April 20, 2006, Deloitte & Touche LLP ( D&T ) has been engaged as Core-Mark Holding Company, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2006. The Audit Committee of the Board of Directors of Core-Mark Holding Company, Inc. (the Company ) approved D&T's engagement on April 20, 2006. On April 20, 2006, the Company issued a press release announcing the engagement of D&T, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

During the Company's two most recent fiscal years and the period through April 20 2006, neither the Company nor anyone on its behalf has consulted with D&T regarding any of the matters referenced in Item 304(a)(2) of Regulation S-K.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

The following are filed as exhibits to this report:

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 99.1          | Press Release Dated April 20, 2006 Regarding the Engagement of Deloitte & Touche LLP. |

**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.

Date: April 20, 2006

CORE-MARK HOLDING COMPANY, INC.

By: /s/ James E. Wall  
James E. Wall  
Senior Vice President    Chief Financial Officer

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>  |
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