### Edgar Filing: Evolent Health, Inc. - Form 4

Evolent Hea Form 4 March 27, 20												
FORM		D ST	ATES S					NGE (	COMMISSION	OMB	PPROVAL 3235-0287	
Washington, D.C. 20549Check 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 							e Act of 1934, f 1935 or Section	Expires: January 3 Expires: 200 Estimated average burden hours per response 0				
(Print or Type I	Responses)											
McGrane Nicholas S				2. Issuer Name <b>and</b> Ticker or Trading Symbol Evolent Health, Inc. [EVH]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) ENT HEALTH I. GLEBE ROA		() () ()	. Date of Month/Da 3/24/20	•	Insaction			Director X Officer (give below)	10%	o Owner er (specify	
ARLINGTO	(Street) DN, VA 22203				ndment, Dat th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting Pe	erson	
(City)	(State)	(Zij	p)	Table	e I - Non-Do	erivative S	Securi	ties Acq	Person uired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) E a		d Date, if	3. Transactio Code	4. Securi	ties A	cquired d of	5. Amount of	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
Class A Common Stock	03/24/2017				Code V M <u>(1)</u>	Amount 5,001	(D) A	Price \$ 3.84		D		
Clsss A Common Stock	03/24/2017				S <u>(1)</u>	5,001	D	\$ 22.5 (2)	132,413	D		
Class A Common Stock	03/24/2017				S <u>(1)</u>	2,033	D	\$ 22.5	130,380	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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. Transactic Code (Instr. 8)	ctionof Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D Se (Ii
				Code V	(A) (D	))	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A Common Stock Option (right to buy)	\$ 3.84	03/24/2017		M <u>(1)</u>	5,00	01	<u>(3)</u>	10/22/2024	Class A Common Stock	5,001	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McGrane Nicholas C/O EVOLENT HEALTH, INC. 800 N. GLEBE ROAD, SUITE 500 ARLINGTON, VA 22203			Chief Financial Officer				
Signatures							
/s/ Jonathan Weinberg, Attorney-in-fact	0.	3/27/2017					

\*\*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).
- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on (1) September 14, 2016.
- (2) The shares were sold in a multiple transactions, all at a price of \$22.50. The reporting person undertakes to provide to Evolent Health, Inc., any security holder of Evolent Health, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information

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regarding the number of shares sold in each transaction covered by this footnote.

The Class A Common Stock Options exercised vested on November 1, 2015. One fourth of the Class A Common Stock Options granted(3) to the reporting person on October 22, 2014 vested on November 1, 2015; the balance vested or vests at a rate of 6.25% as of the end of each three-month period immediately thereafter during the period beginning on the day following the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.