

Evolent Health, Inc.  
Form 3  
June 05, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Â ADVISORY BOARD CO                       |         | (Month/Day/Year)                     | Evolent Health, Inc. [EVH]                       |  |
| (Last)                                    | (First) | (Middle)                             | 06/05/2015                                       |  |
| 2445 M. STREET, NW                        |         |                                      | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                           |  |
| WASHINGTON, DC 20037                      |         |                                      | <input type="checkbox"/> Director                | <input checked="" type="checkbox"/> 10% Owner                          |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer                 | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                               | (specify below)  |
|   |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)                  | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Class A Common Stock, par value \$0.01 per share | 6,382,408   | D  | Â   |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|  | Date Exercisable | Expiration Date |                      | Amount or Number of Shares |  | or Indirect (I) (Instr. 5) |   |
|--|------------------|-----------------|----------------------|----------------------------|--|----------------------------|---|
| Class B Common Units                             | Â (1)            | Â (1)           | Class A Common Stock | 5,208,688 \$ (1)           |  | D                          | Â |
| Class B Common Stock, par value \$0.01 per share | Â (1)            | Â (1)           | Class A Common Stock | 5,208,688 \$ (1)           |  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ADVISORY BOARD CO<br>2445 M. STREET, NW<br>WASHINGTON, DC 20037 | Â             | Â X       | Â       | Â     |

## Signatures

The Advisory Board Company /s/ Evan Farber Name: Evan Farber Title: General Counsel and Corporate Secretary

06/05/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) At any time, each Class B Common Unit (and corresponding share of Class B Common Stock) of Evolent Health LLC (the "Evolent LLC") is exchangeable for one share of Class A Common Stock, par value of \$0.01 per share of the Evolent Health, Inc. (the "Issuer"), initially on a one for one basis, subject to adjustment pursuant to, and the other terms of, the Exchange Agreement entered into on June 4, 2015 among the Issuer, Evolent LLC and the holders from time to time of Class B Common Units listed in Exhibit A thereto, and the Third Amended and Restated Operating Agreement entered into on June 4, 2015 among the Issuer, The Advisory Board Company, TPG Eagle Holdings, L.P. and Ptolemy Capital, LLC as members. The right to exchange is not subject to an expiration 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.