

Accretive Health, Inc.  
Form 4  
February 12, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check 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 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 \*  
FLANAGAN JOSEPH GERARD

(Last) (First) (Middle)

C/O ACCRETIVE HEALTH,  
INC., 401 N. MICHIGAN  
AVENUE, SUITE 2700

(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Accretive Health, Inc. [ACHI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/03/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/10/2016		F	(A) or (D) D	\$ 4,026 2.43	(2) (3)	D

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

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SEC 1474  
(9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLANAGAN JOSEPH GERARD C/O ACCRETIVE HEALTH, INC. 401 N. MICHIGAN AVENUE, SUITE 2700 CHICAGO, IL 60611			Chief Operating Officer	

**Signatures**

/s/ Daniel A Zaccardo, 02/12/2016  
 Attorney-in-Fact Date

\*\*Signature of Reporting Person

**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).
- (1) Represents a reduction of shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting of restricted common stock held by the Reporting Person.  
 As reported by the Reporting Person on Form 4s dated June 3, 2013, July 9, 2015 and December 31, 2015, the Reporting Person received grants aggregating to 1,484,714 shares of restricted common stock that each vest monthly in equal installments. This number reflects the reduction of an aggregate of 125,633 shares of common stock that were used to satisfy monthly tax withholding obligations as a result of the monthly vesting of the restricted common stock held by the Reporting Person since July 3, 2013 and for which Form 4s were inadvertently not filed with respect to the monthly withholding only.
- (3) In connection therewith, 6,032 shares of common stock were used to satisfy tax withholding at prices ranging from \$1.00 to \$1.99, 31,774 shares of common stock were used to satisfy tax withholding at prices ranging from \$2.00 to \$2.99, 6,474 shares of common stock were used to satisfy tax withholding at prices ranging from \$3.00 to \$3.99, 23,858 shares of common stock were used to satisfy tax withholding at prices ranging from \$5.00 to \$5.99, 5,903 shares of common stock were used to satisfy tax withholding at prices ranging from \$6.00 to \$6.99, 12,386 shares of common stock were used to satisfy tax withholding at prices ranging from \$7.00 to \$7.99, 24,631 shares of common stock were used to satisfy tax withholding at prices ranging from \$8.00 to \$8.99, 8,740 shares of common stock were used to satisfy tax withholding at prices ranging from \$9.00 to \$9.99 and 5,835 shares of common stock were used to satisfy tax withholding at prices ranging from \$10.00 to \$10.99.

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.