

UNITEDHEALTH GROUP INC
 Form 4
 March 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
 UNITEDHEALTH GROUP INC

(Last) (First) (Middle)

9900 BREN ROAD EAST

(Street)

MINNETONKA, MN 55343

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Evolent Health, Inc. [EVH]

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Director by Deputization

6. Individual or Joint/Group Filing (Check Applicable Line)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$0.01 per share	03/01/2018		S		3,040,000	D	\$ 13.7
					1,088,167	I (1)	
Class A Common Stock, par value \$0.01 per share	03/05/2018		C		1,772,898	A	(2) (3) 2,861,065
						I (1)	

See footnote (1)

See footnote (1)

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

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(9-02)

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Units and Class B Common Stock	(2)	03/05/2018		C	1,772,898	(2)(3)	(2)(3)	Class A Common Stock	1,772,89

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNITEDHEALTH GROUP INC 9900 BREN ROAD EAST MINNETONKA, MN 55343	X			Director by Deputization

Signatures

/s/ Dannelle L. Smith, Secretary to the Board of Directors
03/05/2018

**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 Advisory Board Company, a Delaware corporation ("ABCO"), is the record and direct beneficial owner of the Class A Common Stock of Evolent Health, Inc. (including the Class A Common Stock issued upon the exchange of the Class B Units owned directly by
- (1) ABCO). ABCO is a direct, wholly-owned subsidiary of OptumInsight, Inc., a Delaware corporation ("OptumInsight"), which is an indirect, wholly owned subsidiary of UnitedHealth Group Incorporated, a Delaware corporation ("UNH"). UNH and OptumInsight may be deemed to beneficially own the securities beneficially owned by ABCO.
 - (2) Pursuant to the terms of the Exchange Agreement dated as of June 4, 2015, by and among Evolent Health, Inc., Evolent Health, LLC and the holders from time to time of Class B Common Units (the "Class B Units") of Evolent Health, LLC listed in Exhibit A thereto (the "Exchange Agreement"), ABCO may exchange its Class B Units (along with a corresponding number of its Class B Common Stock) for Class A Common Stock of Evolent Health, Inc. on a one-for-one basis, subject to adjustment pursuant to the terms of the Exchange Agreement and the Third Amended and Restated Operating Agreement entered into on June 4, 2015 among Evolent Health, Inc., ABCO

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and the other members party thereto.

- (3) On March 5, 2018, The Advisory Board Company exchanged 1,772,898 Class B Units (along with 1,772,898 Class B Shares) for 1,772,898 shares of Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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