

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 *<br>Â Peterson Thomas III<br>(Last) (First) (Middle)<br><br>C/O EVOLENT HEALTH, INC., Â 800 N. GLEBE ROAD, SUITE 500<br>(Street)<br><br>ARLINGTON, Â VA Â 22203<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>06/05/2015 | 3. Issuer Name and Ticker or Trading Symbol<br>Evolent Health, Inc. [EVH] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Chief Operating Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|---|--|---|

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

| 1. Title of Security<br>(Instr. 4)  | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-------------------------------------|--|---|--|
| Class A Common Stock <sup>(1)</sup> | 346,499  | D   | Â  |

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

SEC 1473 (7-02)

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

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

## Edgar Filing: Evolent Health, Inc. - Form 3

|                             | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|---|
| Non-Qualified Stock Options | Â (2)            | 04/01/2024      | Class A Common Stock | 207,900                    | \$ 3.84  | D                                     | Â |
| Non-Qualified Stock Options | Â (3)            | 02/01/2025      | Class A Common Stock | 100,000                    | \$ 6.87  | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Peterson Thomas III<br>C/O EVOLENT HEALTH, INC.<br>800 N. GLEBE ROAD, SUITE 500<br>ARLINGTON, VA 22203 | Â             | Â         | Â Chief Operating Officer | Â     |

## Signatures

/s/ Thomas Peterson                      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) Represents shares of restricted stock granted to Mr. Peterson pursuant to the Evolent Health, Inc. 2011 Equity Incentive Plan, which will automatically vest in connection with the registrant's initial public offering.
- (2) Securities vest at a rate of 25% annually beginning December 15, 2014.
- (3) Securities vest at a rate of 50% on February 1, 2018 and 50% on February 1, 2019.

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.