

Evolent Health, Inc.
 Form 4
 March 27, 2017

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 *
 McGrane Nicholas

(Last) (First) (Middle)

C/O EVOLENT HEALTH,
 INC., 800 N. GLEBE ROAD, SUITE
 500

(Street)

ARLINGTON, VA 22203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/24/2017

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)
 Chief Financial Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	03/24/2017		M ⁽¹⁾	A	5,001	\$ 3.84	137,414 D
Class A Common Stock	03/24/2017		S ⁽¹⁾	D	5,001	\$ 22.5 ⁽²⁾	132,413 D
Class A Common Stock	03/24/2017		S ⁽¹⁾	D	2,033	\$ 22.5	130,380 D

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

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

- (3) The Class A Common Stock Options exercised vested on November 1, 2015. One fourth of the Class A Common Stock Options granted 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.

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