

Evolent Health, Inc.  
Form 3  
June 05, 2015

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

## 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 \*

Â Thornton Dave

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/05/2015

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner

X Officer \_\_\_ Other  
(give title below) (specify below)

Chief Talent 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

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

(Street)

ARLINGTON,Â VAÂ 22203

(City)

(State)

(Zip)

### 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 <sup>(1)</sup>

99,000

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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

|                                | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|--------------------------------|---------------------|--------------------|----------------------------|----------------------------------|----------|--|---|
| Non-Qualified Stock<br>Options | Â (2)               | 04/01/2024         | Class A<br>Common<br>Stock | 29,700                           | \$ 3.84  | D  | Â |
| Non-Qualified Stock<br>Options | Â (3)               | 02/01/2025         | Class A<br>Common<br>Stock | 40,000                           | \$ 6.87  | D  | Â |

## Reporting Owners

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

## Signatures

/s/ David  
Thornton 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. Thornton 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.