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 *
Â TPG Growth II Advisors, Inc.
(Last) (First) (Middle)

C/O TPG GLOBAL, LLC,,Â 301 COMMERCE STREET, SUITE 3300
(Street)

FORT WORTH,Â TXÂ 76102
(City) (State) (Zip)

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
(Check all applicable)
_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

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

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

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	2,384,636	I	See Explanation of Responses (3) (4) (5) (6) (7)

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

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Class B Units and Class B Common Stock (1) (2)	Â (1)(2)	Â (1)(2)	Class A Common Stock	11,289,668	$ (1) (2)	I	See Explanation of Responses (1) (2) (4) (5) (6) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Growth II Advisors, Inc. C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH,Â TXÂ 76102	Â	Â X	Â	Â
BONDERMAN DAVID C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH,Â TXÂ 76102	Â	Â X	Â	Â
COULTER JAMES G C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH,Â TXÂ 76102	Â	Â X	Â	Â

Signatures

/s/ Ronald Cami, Vice President, TPG Growth II Advisors, Inc. (8)	06/05/2015
**Signature of Reporting Person	Date
/s/ Ronald Cami on behalf of David Bonderman (8)(9)	06/05/2015
**Signature of Reporting Person	Date
/s/ Ronald Cami on behalf of James G. Coulter (8)(9)	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) TPG Eagle Holdings, L.P. ("TPG Eagle") holds an aggregate of 11,289,668 Class B Common Units (the "Class B Units") of Evolent Health LLC and 11,289,668 shares of Class B Common Stock (the "Class B Shares") of Evolent Health, Inc. (the "Issuer").

(2) Pursuant to the terms of the Exchange Agreement dated as of June 4, 2015 by and among the Issuer, Evolent Health, LLC and the holders from time to time of Class B Units listed in Exhibit A thereto (the "Exchange Agreement"), TPG Eagle may exchange all or a portion of its Class B Units (along with a corresponding number of its Class B Shares) at any time for shares of Class A Common Stock (the "Class A Shares") of the Issuer on a one-for-one basis initially, 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 the Issuer, The Advisory Board Company, TPG Eagle and Ptolemy Capital, LLC as members. The right to exchange is not subject to an expiration date.

(3) TPG Growth II BDH, L.P. ("Growth II BDH" and, together with TPG Eagle, the "TPG Funds") holds an aggregate of 2,384,636 Class A Shares.

(4) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Growth II Advisors, Inc. ("Growth II Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of each of the TPG Funds.

(5) Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each Reporting Person and TPG Fund disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or TPG Fund's pecuniary interest therein, if any.

(6) The TPG Funds have entered into a Stockholders Agreement, dated as of June 4, 2015 (as supplemented and amended, the "Stockholders Agreement"), with certain other holders (the "Holders") of Class A Shares, Class B Shares and Class B Units. Because of the relationship between the TPG Funds and the Holders as a result of the Stockholders Agreement, the Reporting Persons may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to beneficially own the Class A Shares, Class B Shares and Class B Units held in the aggregate by the Holders. Each Reporting Person and each TPG Fund disclaims beneficial ownership of the Class A Shares, Class B Shares and Class B Units held by the Holders.

(7) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

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Remarks:

(8)Â TheÂ ReportingÂ PersonsÂ areÂ jointlyÂ filingÂ thisÂ FormÂ 3Â pursuantÂ toÂ RuleÂ 16a-3(j)Â underÂ theÂ Excha

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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Explanation of Responses: