Evolent Heal	lth, Inc.									
Form 4										
February 03,	2017									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							r	OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check thi	is box	vv a	sington,	D.C. 205	47				January 31,	
if no long		IENT OF CHAN	IGES IN	BENEFI	CIAI	OW	NERSHIP OF	Expires:	2005	
subject to Section 1)		SECUR					Estimated average		
Form 4 or							burden hours per response 0.5			
Form 5	Filed pur	suant to Section	l6(a) of th	e Securiti	es Ex	chang	e Act of 1934.	10000100	0.0	
obligation	ns Section 17(a) of the Public U				c	· · ·	n		
may cont <i>See</i> Instru	inue.	30(h) of the In	•	•						
1(b).										
(Print or Type F	Responses)									
1 Mana and A	ddaese of Domestine 1	D *					5 Deletienshin et			
				Ticker or T	rading	g	5. Relationship of Reporting Person(s) to Issuer			
Diackiey Se	ui	Symbol Evolor	ent Health, Inc. [EVH]							
				-	J		(Chec	ck all applicable	e)	
(Last)	(First) (N		3. Date of Earliest Transaction							
			Day/Year)				Director Officer (give		o Owner er (specify	
	ENT HEALTH, I. GLEBE ROAD	02/01/2 SUITE	2017				below)	below)	er (speen)	
500 S	. OLEDE KOAD	, SUIL						President		
500										
			nendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month)			Applicable Line) _X_ Form filed by One Reporting Person			
ARLINGTO	DN, VA 22203						Form filed by M	Aore than One Re		
	, , , , , , , , , , , , , , , , , , , ,						Person			
(City)	(State)	(Zip) Tab	le I - Non-D	erivative S	ecurit	ties Acc	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	e 2A. Deemed	3.	3. 4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of				Form: Direct	Indirect Beneficial Ownership		
(Instr. 3)		any (Month/Day/Year)	Code (D) $(Instr. 8)$ $(Instr. 3.4 and 5)$		Beneficially Owned	(D) or Indirect (I)				
		(Month/Day/Tear)	(Instr. 8) (Instr. 3, 4 and 5)			Following (Instr. 4)		(Instr. 4)		
					(Λ)		Reported	· /	. ,	
					(A) or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A				41,096						
Common	02/01/2017		А	(2)	А	\$0	865,944	D		
Stock (1)				—						

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 A Common Stock Option (right to buy)	\$ 18.25	02/01/2017		A	91,912	<u>(3)</u>	02/01/2027	Class A Common Stock	91,912

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Blackley Seth C/O EVOLENT HEALTH, INC. 800 N. GLEBE ROAD, SUITE 500 ARLINGTON, VA 22203			President			
Signatures						
/s/ Jonathan Weinberg, Attorney-in-fact	02	2/03/2017				

**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).
- (1) Represents restricted stock units granted to Mr. Blackley pursuant to the Evolent Health, Inc. 2015 Omnibus Incentive Compensation plan.
- (2) Securities vest at a rate of 25% annually beginning February 1, 2018.
- (3) Securities vest at a rate of 25% annually beginning February 1, 2018.

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.