

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 Payson Norman

(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
☐ Officer ☐ Other
(give title below) (specify below)

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

(Street)

ARLINGTON,Â VAÂ 22203

(City)

(State)

(Zip)

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 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 ⁽¹⁾

5,882 ⁽²⁾

D

Â

Class B Common Stock ⁽³⁾

1,283,044

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
(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

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			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date	Expiration	Title	Amount or	Derivative	Security:	
	Exercisable	Date		Number of	Security	Direct (D)	
				Shares		or Indirect	
						(I)	
						(Instr. 5)	
Non-Qualified Stock Options	Â (4)	04/01/2024	Class A Common Stock	128,000	\$ 3.84	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Payson Norman C/O EVOLENT HEALTH, INC. 800 N. GLEBE ROAD, SUITE 500 ARLINGTON, VA 22203	Â X	Â	Â	Â

Signatures

/s/ Norman
Payson 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 restricted stock units granted to Mr. Payson pursuant to the Evolent Health, Inc. 2015 Omnibus Incentive Compensation Plan.
- (2) Securities vest on June 4, 2016.
- (3) Securities are subject to a co-investment agreement between Mr. Payson and TPG Global, LLC.
- (4) Securities vest at a rate of 25% annually beginning December 11, 2014.

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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