

Peterson Thomas III  
 Form 4  
 March 05, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Peterson Thomas III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O EVOLENT HEALTH,  
 INC., 800 N. GLEBE ROAD, SUITE  
 500

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/01/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Operating Officer

(Street)  
 ARLINGTON, VA 22203

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

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

(City) (State) (Zip)

**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 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)  | Code  | V  | Amount                            | (D) | Price |

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.**

SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|--------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|--------------------------|

## Edgar Filing: Peterson Thomas III - Form 4

| Security (Instr. 3)             | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year)     | (Instr. 3 and 4) | Se (In           |                 |                      |                            |
|---------------------------------|--|----------------------|-----------------|---|----------------------|------------------|------------------|-----------------|----------------------|----------------------------|
|                                 |  |                      | Code            | V   | (A)                  | (D)              | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares |
| Leveraged Restricted Stock Unit | \$ 0                                     | 03/01/2019           | A               |   | 85,594<br><u>(1)</u> |                  | <u>(2)</u>       | <u>(3)</u>      | Class A Common Stock | 85,594<br><u>(1)</u>       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Peterson Thomas III<br>C/O EVOLANT HEALTH, INC.<br>800 N. GLEBE ROAD, SUITE 500<br>ARLINGTON, VA 22203 |               |           | Chief Operating Officer |       |

## Signatures

|  |            |
|--|------------|
| /s/ Jonathan Weinberg,<br>Attorney-in-Fact | 03/05/2019 |
| **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).
- Each leveraged stock unit ("LSU") represents the contingent right to receive, upon vesting, between 0% and 200% of one share of the
- (1) Issuer's Class A common stock, subject to the level of achievement of applicable performance conditions. The resulting number of shares acquired upon vesting of the LSUs, if any, is based on the cumulative performance of the Issuer's Class A common stock.
  - (2) These LSUs vest on March 2, 2022
  - (3) These LSUs do not expire

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.