

Blackley Seth
Form 4
July 10, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Blackley Seth

(Last) (First) (Middle)

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

(Street)

ARLINGTON, VA 22203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President

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 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 07/06/2018 | | S ⁽¹⁾ | 20,610 | D | 22.72 ⁽²⁾ | 143,227 ⁽³⁾ | D |
| Class A Common Stock | 07/06/2018 | | M ⁽¹⁾ | 31,554 | A | \$ 3.84 | 174,781 ⁽³⁾ | D |
| Class A Common Stock | 07/06/2018 | | S ⁽¹⁾ | 31,554 | D | 22.74 ⁽⁴⁾ | 143,227 ⁽³⁾ | D |

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

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SEC 1474
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Class A Common Option (Right to Buy) | \$ 3.84 | 07/06/2018 | | M ⁽¹⁾ | 31,554 | ⁽⁵⁾ 04/01/2024 | Class A Common Stock | 31,554 |

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 | X | | President | |

Signatures

/s/ Jonathan Weinberg,
Attorney-in-fact
Date: 07/10/2018

**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2018.
- (2) The price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$22.55-\$23.00, inclusive. The reporting person undertakes to provide to Evolent Health, Inc., any security holder of Evolent Health, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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- (3) Includes restricted stock units under awards reported on Table 1 of Form 4s previously filed with the Securities and Exchange Commission.

The price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from

- (4) \$22.55-\$23.00, inclusive. The reporting person undertakes to provide to Evolent Health, Inc., any security holder of Evolent Health, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (5) The Class A Common Stock Options exercised vested on December 1, 2015.

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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