

Evolent Health, Inc.
Form 4
April 05, 2017

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 *
WIGGINTON STEVE

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CEO, Valence Health

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

(Street)

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

ARLINGTON, VA 22203

(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 Following 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)	Price		
Class A Common Stock	04/03/2017		M ⁽¹⁾	6,000	A \$ 3.84	364,704	D
Class A Common Stock	04/03/2017		S ⁽¹⁾	5,300	D \$ 23.11	359,404	D
Class A Common Stock	04/03/2017		S ⁽¹⁾	700	D \$ 23.41	358,704	D

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

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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.

- The price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$23.40-\$23.45, 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.
- (3)
- (4) The Class A Common Stock Options exercised began vesting at a rate of 25% annually beginning October 1, 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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