

Envision Healthcare Holdings, Inc.
 Form 4
 February 13, 2014

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 *
 CD&R Associates VIII, Ltd.

2. Issuer Name and Ticker or Trading Symbol
 Envision Healthcare Holdings, Inc.
 [EVHC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2014

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

C/O MAPLES CORPORATE SERVICES LIMITED, P.O. BOX 309, UGLAND HOUSE

(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
 ___X___ Form filed by More than One Reporting Person

GRAND CAYMAN, E9 KY1-1104

(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 Indirect Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	02/11/2014		S			30,710,920	D	\$ 29.5088	98,188,640	I	By Affiliates
								(1)			(2) (3)

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CD&R Associates VIII, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CLAYTON DUBILIER & RICE FUND VIII LP C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R EMS Co-Investor, L.P. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R Advisor Fund VIII Co-Investor, L.P. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R FRIENDS & FAMILY FUND VIII LP C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R ASSOCIATES VIII, LP C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		

CD&R Investment Associates VIII, Ltd.
 C/O MAPLES CORPORATE SERVICES LIMITED
 P.O. BOX 309, UGLAND HOUSE
 GRAND CAYMAN, E9 KY1-1104

X

Signatures

CD&R Associates VIII, Ltd. By: Theresa A. Gore, VP, Treas. and Asst. Sec.	02/13/2014
**Signature of Reporting Person	Date
Clayton, Dubilier & Rice Fund VIII, L.P. By: CD&R Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	02/13/2014
**Signature of Reporting Person	Date
CD&R EMS Co-Investor, L.P. By: CD&R Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	02/13/2014
**Signature of Reporting Person	Date
CD&R Advisor Fund VIII Co-Investor, L.P. By: CD&R Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	02/13/2014
**Signature of Reporting Person	Date
CD&R Friends & Family Fund VIII, L.P. By: CD&R Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	02/13/2014
**Signature of Reporting Person	Date
CD&R Associates VIII, L.P. By: CD&R Investment Associates VIII, Ltd., its general partner By: Theresa A. Gore, VP, Treas. and Asst. Sec.	02/13/2014
**Signature of Reporting Person	Date
CD&R Investment Associates VIII, Ltd. By: Theresa A. Gore, VP, Treas. and Asst. Sec.	02/13/2014
**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) This amount represents the public offering price per share of the Issuer's common stock of \$30.50, less the underwriting discount of \$0.99125.
- Following the transaction, Clayton, Dubilier & Rice Fund VIII, L.P. directly owns 49,811,004 shares of common stock; CD&R EMS Co-Investor, L.P. directly owns 48,125,445 shares of common stock; CD&R Advisor Fund VIII Co-Investor, L.P. directly owns 187,987 shares of common stock; and CD&R Friends & Family Fund VIII, L.P. directly owns 64,204 shares of common stock (the foregoing
- (2) limited partnerships collectively, the "CD&R Affiliates"). CD&R Associates VIII, Ltd., as the general partner of each of the CD&R Affiliates, CD&R Associates VIII, L.P., as the sole stockholder of CD&R Associates VIII, Ltd., and CD&R Investment Associates VIII, Ltd., as the general partner of CD&R Associates VIII, L.P., may each be deemed to beneficially own the shares of common stock held by the CD&R Affiliates.
- (3) Each of CD&R Associates VIII, Ltd., CD&R Associates VIII, L.P. and CD&R Investment Associates VIII, Ltd. expressly disclaims beneficial ownership of the shares held by the CD&R Affiliates, in each case, except to the extent of its pecuniary interest therein. Each of the CD&R Affiliates expressly disclaims beneficial ownership of the shares held by each of the other CD&R Affiliates, in each case, except to the extent of its pecuniary interest therein.

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.