

WIGGINTON STEVE  
Form 4  
August 03, 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)  
C/O EVOLENT HEALTH,  
INC., 800 N. GLEBE ROAD, SUITE  
500

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/01/2017

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

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |                |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------|---|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)  | Price          |   |
| Class A Common Stock            | 08/01/2017                           |  | M <sup>(1)</sup>               | 6,000   | A   | \$ 3.84  | 18,411  | <sup>(2)</sup> | D |
| Class A Common Stock            | 08/01/2017                           |  | S <sup>(1)</sup>               | 6,000   | D   | \$ 24.64   | 12,411  | <sup>(2)</sup> | D |
|                                 |                                      |  |                                |   |   | <sup>(3)</sup>   |   |                |   |

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

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number.

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class A Common Stock Option (right to buy) | \$ 3.84  | 08/01/2017                           |  | M <sup>(1)</sup>               | 6,000   | <sup>(4)</sup> 04/01/2024                                | Class A Common Stock  | 6,000                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| WIGGINTON STEVE<br>C/O EVOLENT HEALTH, INC.<br>800 N. GLEBE ROAD, SUITE 500<br>ARLINGTON, VA 22203 |               |           | CEO, Valence Health |       |

## Signatures

/s/ Jonathan Weinberg,  
Attorney-in-fact

08/03/2017

\*\*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 September 12, 2016.
- (2) Includes restricted stock units under awards reported on Table 1 of Form 4s previously filed with the Securities and Exchange Commission.
- (3) The price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$24.35-\$24.90, 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

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shares sold at each separate prices within the range set forth in this footnote.

- (4) The Class A Common Stock Options exercised vested on 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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