

Evolent Health, Inc.
 Form 4
 September 16, 2016

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 *
 TPG Growth II Advisors, Inc.

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 TPG GLOBAL, LLC, 301
 COMMERCE STREET, SUITE
 3300

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/14/2016

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

(Street)
 FORT WORTH, TX 76102

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

(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)		
				(A) or (D)	Price				
Class A Common Stock	09/14/2016		C	1,656,024	A	(3) (4)	4,040,660	I	See Explanation of Responses (5) (6) (7) (8) (9)
Class A Common Stock	09/14/2016		S	2,284,571	D	\$	1,756,089	I	See Explanation of Responses (5) (6) (7) (8) (9)
						(1)	21.54		

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

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Units and Class B Common Stock ⁽²⁾ ₍₃₎	<u>(2)</u> <u>(3)</u>	09/14/2016		C	1,656,024	<u>(2)</u> <u>(3)</u>	<u>(2)</u> <u>(3)</u>	Class A Common Stock	1,656,024

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Growth II Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		

Signatures

/s/ Michael LaGatta, Vice President, TPG Growth II Advisors, Inc.

(10)

09/16/2016

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__Signature of Reporting Person

Date

/s/ Clive Bode, on behalf of David Bonderman (10) (11)

09/16/2016

__Signature of Reporting Person

Date

/s/ Clive Bode, on behalf of James G. Coulter (10) (11)

09/16/2016

__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 price represents the public offering price of \$22.50 per share of Class A common stock...
(2) TPG Eagle Holdings, L.P. ("TPG Eagle") holds an aggregate of 9,633,644 Class B Common Units...
(3) Pursuant to the terms of the Exchange Agreement dated as of June 4, 2015...
(4) On September 14, 2016, TPG Eagle exchanged 1,656,024 Class B Units...
(5) TPG Growth II BDH, L.P. ("Growth II BDH" and, together with TPG Eagle, the "TPG Funds")...
(6) David Bonderman and James G. Coulter are sole shareholders of TPG Growth II Advisors, Inc.
(7) Because of the relationship between the Reporting Persons and the TPG Funds...
(8) The TPG Funds have entered into a Stockholders Agreement, dated as of June 4, 2015...
(9) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission...

Remarks:

(10) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (11) Clive Bode is

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.