

UNITEDHEALTH GROUP INC

Form 3

November 27, 2017

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*UNITEDHEALTH GROUP  
INC

(Last)

(First)

(Middle)

UNITEDHEALTH GROUP  
INCORPORATED, 9900  
BREN ROAD EAST

(Street)

MINNETONKA, MN 55343

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
11/17/20173. Issuer Name and Ticker or Trading Symbol  
Evolent Health, Inc. [EVH]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer ☒ Other  
(give title below) (specify below)  
Director by Deputization6. 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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Class A Common Stock, par value \$0.01 per  
share

4,128,167

I (1) (2)

See footnote (1) (2)

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date3. Title and Amount of  
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect  
Beneficial Ownership

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(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Units and Class B Common Stock	Â (3)(4)	Â (3)(4)	Class A Common Stock, par value \$0.01 per share	1,772,898 \$ (3)	I (1) (2)	See footnote (1) (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNITEDHEALTH GROUP INC UNITEDHEALTH GROUP INCORPORATED 9900 BREN ROAD EAST MINNETONKA, MN 55343	Â X	Â	Â	Director by Deputization

## Signatures

UnitedHealth Group Incorporated By: /s/ Dannette L. Smith, Name: Dannette L. Smith, Title:  
Secretary to the Board of Directors

11/27/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 Advisory Board Company, a Delaware corporation ("ABCO"), is the record and direct beneficial owner of the Class A Common Stock (including the Class A Common Stock issuable upon the exchange of the Class B Units owned directly by ABCO). ABCO is a direct, wholly owned subsidiary of OptumInsight, Inc., a Delaware corporation ("OptumInsight"), and OptumInsight may be deemed to beneficially own securities directly owned by ABCO. OptumInsight is a direct, wholly owned subsidiary of OptumInsight Holdings, LLC, a Delaware limited liability company ("Holdings"), and Holdings may be deemed to beneficially own securities beneficially owned by OptumInsight. Holdings is a direct, wholly owned subsidiary of Optum, Inc., a Delaware corporation ("Optum"), and Optum may be deemed to beneficially own securities beneficially owned by Holdings.
- (2) (cont. from footnote 1) Optum is a direct, wholly owned subsidiary of United HealthCare Services, Inc., a Minnesota corporation ("UHS"), and UHS may be deemed to beneficially own securities beneficially owned by Optum. UHS is a direct, wholly owned subsidiary of UnitedHealth Group Incorporated, a Delaware corporation ("UNH"), and UNH may be deemed to beneficially own securities beneficially owned by UHS.
- (3) Pursuant to the terms of the Exchange Agreement dated as of June 4, 2015, by and among Evolent Health, Inc. (the "Issuer"), Evolent Health, LLC and the holders from time to time of Class B Common Units (the "Class B Units") of Evolent Health, LLC listed in Exhibit A thereto (the "Exchange Agreement"), ABCO may exchange its Class B Units (along with a corresponding number of its Class B Common Stock) for Class A Common Stock of the Issuer on a one-for-one basis, subject to adjustment pursuant to the terms of the Exchange Agreement and the Third Amended and Restated Operating Agreement entered into on June 4, 2015 among the Issuer, ABCO and the other members party thereto.
- (4) ABCO holds an aggregate of 1,772,898 Class B Units of Evolent Health, LLC and 1,772,898 Class B Shares of the Issuer.

^

**Remarks:**

Solely^ for^ purposes^ of^ Section^ 16^ of^ the^ Securities^ Exchange^ Act^ of^ 1934,^ as^ amended,^ the^ Report

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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