

UNITEDHEALTH GROUP INC

Form 4

March 05, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
UNITEDHEALTH GROUP INC

(Last) (First) (Middle)

9900 BREN ROAD EAST

(Street)

MINNETONKA, MN 55343

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Evolent Health, Inc. [EVH]

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

03/01/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☒ Other (specify  
below)

Director by Deputization

6. 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 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, par value \$0.01 per share	03/01/2018		S		3,040,000	D	\$ 13.7	1,088,167	I <u>(1)</u>
Class A Common Stock, par value \$0.01 per share	03/05/2018		C		1,772,898	A	<u>(2)</u> <u>(3)</u>	2,861,065	I <u>(1)</u>

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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)	03/05/2018		C	1,772,898	(2)(3)	(2)(3)	Class A Common Stock	1,772,89

## Reporting Owners

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

## Signatures

/s/ Dannette L. Smith, Secretary to the Board of  
Directors 03/05/2018

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).

- The Advisory Board Company, a Delaware corporation ("ABCO"), is the record and direct beneficial owner of the Class A Common Stock of Evolent Health, Inc. (including the Class A Common Stock issued upon the exchange of the Class B Units owned directly by
- (1) ABCO). ABCO is a direct, wholly-owned subsidiary of OptumInsight, Inc., a Delaware corporation ("OptumInsight"), which is an indirect, wholly owned subsidiary of UnitedHealth Group Incorporated, a Delaware corporation ("UNH"). UNH and OptumInsight may be deemed to beneficially own the securities beneficially owned by ABCO.
  - (2) Pursuant to the terms of the Exchange Agreement dated as of June 4, 2015, by and among Evolent Health, Inc., 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 Evolent Health, Inc. 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 Evolent Health, Inc., ABCO

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and the other members party thereto.

- (3) On March 5, 2018, The Advisory Board Company exchanged 1,772,898 Class B Units (along with 1,772,898 Class B Shares) for 1,772,898 shares of Class A Common Stock.

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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