

Evolent Health, Inc.
 Form 4
 February 15, 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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 09/22/2016

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

C/O TPG GLOBAL, LLC, 301
 COMMERCE STREET, SUITE
 3300

(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
 Form filed by More than One Reporting Person

FORT WORTH, TX 76102

(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 |
| Class A Common Stock | 09/22/2016 | | C | | 317,023 | A | <u>(3)</u> <u>(4)</u> 2,073,112 |
| Class A Common Stock | 09/22/2016 | | S | | 374,812 | D | \$ 21.54 <u>(1)</u> 1,698,300 |

See Explanation of Responses (5) (6) (7) (8) (9)
 See Explanation of Responses (5) (6) (7) (8)

(9)

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

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(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) | 8. Amount or Number of Shares |
|----------------------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Class B Units and Class B Common Stock ⁽²⁾ ₍₃₎ | <u>(2)</u> <u>(3)</u> | 09/22/2016 | | C | 317,023 | <u>(2)</u> <u>(3)</u> <u>(2)</u> <u>(3)</u> | Class A Common Stock | 317,023 |

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) | 02/15/2017 |
| __Signature of Reporting Person | Date |
| | |
| /s/ Clive Bode, on behalf of David Bonderman (10) (11) | 02/15/2017 |
| __Signature of Reporting Person | Date |
| | |
| /s/ Clive Bode, on behalf of James G. Coulter (10) (11) | 02/15/2017 |
| __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 price represents the public offering price of \$22.50 per share of Class A common stock (the "Class A Shares") of Evolent Health, Inc. ("the Issuer") less the underwriters' discount of \$0.96 per Class A Share.
- (2) TPG Eagle Holdings, L.P. ("TPG Eagle") holds an aggregate of 9,316,621 Class B Common Units (the "Class B Units") of Evolent Health LLC and 9,316,621 shares of Class B Common Stock (the "Class B Shares") of the Issuer.

Pursuant to the terms of the Exchange Agreement dated as of June 4, 2015 by and among the Issuer, Evolent Health, LLC and the holders from time to time of Class B Units listed in Exhibit A thereto (the "Exchange Agreement"), TPG Eagle may exchange all or a portion of its Class B Units (along with a corresponding number of its Class B Shares) at any time for Class A Shares on a one-for-one basis initially, 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, The Advisory Board Company, TPG Eagle and Ptolemy Capital, LLC as members. The right to exchange is not subject to an expiration date.
- (3) On September 22, 2016, TPG Eagle exchanged 317,023 Class B Units (along with 317,023 Class B Shares) for Class A Shares on a one-for-one basis.
- (4) TPG Growth II BDH, L.P. ("Growth II BDH" and, together with TPG Eagle, the "TPG Funds") holds an aggregate of 1,698,300 Class A Shares.
- (5) David Bonderman and James G. Coulter are sole shareholders of TPG Growth II Advisors, Inc. ("Growth II Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of each of the TPG Funds.

Because of the relationship between the Reporting Persons and the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each Reporting Person and TPG Fund disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or TPG Fund's pecuniary interest therein, if any.
- (6) The TPG Funds have entered into a Stockholders Agreement, dated as of June 4, 2015 (as supplemented and amended, the "Stockholders Agreement"), with certain other holders (the "Holders") of Class A Shares, Class B Shares and Class B Units. Because of the relationship between the TPG Funds and the Holders as a result of the Stockholders Agreement, the Reporting Persons may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to beneficially own the Class A Shares, Class B Shares and Class B Units held in the aggregate by the Holders. Each Reporting Person and each TPG Fund disclaims beneficial ownership of the Class A Shares, Class B Shares and Class B Units held by the Holders.
- (7) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.
- (8) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.
- (9)

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.

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