

Stone Lydia  
Form 4  
September 04, 2018

**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 \*  
Stone Lydia

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)  
08/30/2018

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

Chief Accounting Officer

C/O EVOLENT HEALTH, INC., 800 N. GLEBE ROAD, SUITE 500

(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

ARLINGTON, VA 22203

(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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	08/30/2018		S <sup>(1)</sup>		1,365	D	\$ 25	15,390 <sup>(2)</sup>	D
Class A Common Stock	08/30/2018		M <sup>(1)</sup>		1,000	A	\$ 6.87	16,390 <sup>(2)</sup>	D
Class A Common Stock	08/30/2018		S <sup>(1)</sup>		1,000	D	\$ 25	15,390 <sup>(2)</sup>	D
Class A Common Stock	08/30/2018		M <sup>(1)</sup>		2,908	A	\$	18,298 <sup>(2)</sup>	D

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Common Stock						10.27	
Class A Common Stock	08/30/2018		S <sup>(1)</sup>	2,908	D	\$ 25	15,390 <sup>(2)</sup> D
Class A Common Stock	08/30/2018		M <sup>(1)</sup>	1,532	A	\$ 18.25	16,922 <sup>(2)</sup> D
Class A Common Stock	08/30/2018		S <sup>(1)</sup>	1,532	D	\$ 25	15,390 <sup>(2)</sup> D

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Class A Common Stock Option (right to buy)	\$ 6.87	08/30/2018		M <sup>(1)</sup>	1,000	<sup>(3)</sup> 01/01/2025	Class A Common Stock	1,000
Class A Common Stock Option (right to buy)	\$ 10.27	08/30/2018		M <sup>(1)</sup>	2,908	<sup>(4)</sup> 03/01/2026	Class A Common Stock	2,908
Class A Common Stock	\$ 18.25	08/30/2018		M <sup>(1)</sup>	1,532	<sup>(5)</sup> 02/01/2027	Class A Common	1,532

Stock  
Option  
(right to  
buy)

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stone Lydia C/O EVOLENT HEALTH, INC. 800 N. GLEBE ROAD, SUITE 500 ARLINGTON, VA 22203			Chief Accounting Officer	

## Signatures

/s/ Jonathan Weinberg,  
Attorney-in-fact

09/04/2018

\*\*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).
- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 5, 2017.
  - (2) Includes restricted stock units under awards reported on Table 1 of Form 4s previously filed with the Securities and Exchange Commission.
  - (3) The Class A Common Stock Options exercised vested on January 1, 2018.
  - (4) The Class A Common Stock Options exercised vested on March 1, 2018.
  - (5) The Class A Common Stock Options exercised vested on February 1, 2018.

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.