

Evolent Health, Inc.  
 Form 3  
 June 05, 2015

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

OMB APPROVAL

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**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 *<br>HOBART MATTHEW<br>(Last) (First) (Middle)<br><br>C/O TPG GLOBAL, LLC,, 301<br>COMMERCE STREET, SUITE<br>3300<br>(Street)<br><br>FORT WORTH, TX 76102<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>06/05/2015 | 3. Issuer Name and Ticker or Trading Symbol<br>Evolent Health, Inc. [EVH] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|---|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                             | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| No securities beneficially owned <sup>(1)</sup> <sup>(2)</sup> | 0  | D   | A  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                     |                    |       |                                  |          |  |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HOBART MATTHEW<br>C/O TPG GLOBAL, LLC,<br>301 COMMERCE STREET, SUITE 3300<br>FORT WORTH, TX 76102 | X             | X         | X       | X     |

## Signatures

/s/ Ronald Cami on behalf of Matthew Hobart (3) 06/05/2015

\*\*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) Matthew Hobart is a TPG Partner. TPG is affiliated with (i) TPG Eagle Holdings, L.P., which directly holds an aggregate of 11,289,668 Class B Common Units (the "Class B Units") of Evolent Health LLC and 11,289,668 shares of Class B Common Stock (the "Class B Shares") of Evolent Health, Inc. (the "Issuer"), and (ii) TPG Growth II BDH, L.P. (together with TPG Eagle Holdings, L.P., the "TPG Funds"), which directly holds an aggregate of 2,384,636 shares of Class A Common Stock of the Issuer.
- (2) Mr. Hobart disclaims beneficial ownership of all of the securities that are or may be beneficially owned by the TPG Funds or any of their affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Mr. Hobart is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act or otherwise.

Remarks:  
(3) Ronald Cami is signing on behalf of Mr. Hobart pursuant to the authorization and designation

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.