

UNITEDHEALTH GROUP INC
Form 3
November 27, 2017

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
UNITEDHEALTH GROUP INC			(Month/Day/Year)	Evolut Health, Inc. [EVH]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
UNITEDHEALTH GROUP INCORPORATED, 9900 BREN ROAD EAST				(Check all applicable)	
(Street)				<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
MINNETONKA, MN 55343				<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Other
(City)	(State)	(Zip)		(give title below)	(specify below)
				Director by Deputization	6. Individual or Joint/Group Filing(Check Applicable Line)
					<input checked="" type="checkbox"/> Form filed by One Reporting Person
					<input type="checkbox"/> 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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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 Date	3. 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 A Common Stock, par value \$0.01 per share	1,772,898	\$ (3)
Class B Units and Class B Common Stock	Â (3)(4)	Â (3)(4)		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 Date: 11/27/2017

__Signature of Reporting Person

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.

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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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