

Evolent Health, Inc.
Form 8-K
April 20, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

April 18, 2018
Date of Report (Date of earliest event reported)

Evolent Health, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-37415	32-0454912
(State or other jurisdiction of incorporation or organization)	Commission File Number:	(IRS Employer Identification No.)
	800 N. Glebe Road, Suite 500, Arlington, Virginia 22203	
	(Address of principal executive offices)(zip code)	

(571) 389-6000
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13 (a) of the Exchange Act.

Item 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 18, 2018, the Board of Directors (the “Board”) of Evolent Health, Inc. (the “Company”) elected Seth Blackley, the Company’s President and Co-Founder, as a Class I director. The stockholders of the Company that are party to the Company’s Stockholders Agreement dated as of June 4, 2015 have indicated their support for Mr. Blackley’s election to the Board.

There was no arrangement or understanding between Mr. Blackley and any other persons pursuant to which Mr. Blackley was selected as a director. As of the date of this Current Report on Form 8-K, neither Mr. Blackley nor any of his immediate family members is a party, either directly or indirectly, to any transactions that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Blackley will have the same director and officer indemnification arrangements described in the Company’s Registration Statement of Form S-3 filed with the Securities and Exchange Commission on August 7, 2017. Mr. Blackley will not receive any fees for his service on the Board. Information about Mr. Blackley’s compensation as an executive officer of the Company was previously disclosed in the Company’s Proxy Statement on Schedule 14A filed on April 27, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EVOLENT HEALTH, INC.

By: /s/ Jonathan Weinberg
Name: Jonathan Weinberg
Title: General Counsel

Dated: April 20, 2018