

Evolent Health, Inc.
Form SC 13G/A
February 13, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Evolent Health, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

30050B101

(CUSIP Number)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

SCHEDULE 13G

CUSIP No. 30050B101

1	Names of Reporting Persons TPG Growth II Advisors, Inc.								
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>								
3	Sec Use Only								
4	Citizenship or Place of Organization Delaware								
Number of Shares Beneficially Owned by Each Reporting Person With:	<table border="0"> <tr> <td style="vertical-align: top; padding-right: 10px;">5</td> <td>Sole Voting Power -0-</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">6</td> <td>Shared Voting Power -0-</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">7</td> <td>Sole Dispositive Power -0-</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">8</td> <td>Shared Dispositive Power -0-</td> </tr> </table>	5	Sole Voting Power -0-	6	Shared Voting Power -0-	7	Sole Dispositive Power -0-	8	Shared Dispositive Power -0-
5	Sole Voting Power -0-								
6	Shared Voting Power -0-								
7	Sole Dispositive Power -0-								
8	Shared Dispositive Power -0-								
9	Aggregate Amount Beneficially Owned by Each Reporting Person -0-								
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>								
11	Percent of class represented by amount in row (9) 0.00%								
12	Type of Reporting Person (See Instructions) CO								

SCHEDULE 13G

CUSIP No. 30050B101

1	Names of Reporting Persons David Bonderman
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	Sec Use Only
4	Citizenship or Place of Organization United States of America
Number of Shares Beneficially Owned by Each Reporting Person With:	5 Sole Voting Power -0- 6 Shared Voting Power -0- 7 Sole Dispositive Power -0- 8 Shared Dispositive Power -0-
9	Aggregate Amount Beneficially Owned by Each Reporting Person -0-
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>
11	Percent of class represented by amount in row (9) 0.00%
12	Type of Reporting Person (See Instructions) IN

SCHEDULE 13G

CUSIP No. 30050B101

1	Names of Reporting Persons James G. Coulter								
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>								
3	Sec Use Only								
4	Citizenship or Place of Organization United States of America								
Number of Shares Beneficially Owned by Each Reporting Person With:	<table border="0"> <tr> <td style="vertical-align: top; padding-right: 10px;">5</td> <td>Sole Voting Power -0-</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">6</td> <td>Shared Voting Power -0-</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">7</td> <td>Sole Dispositive Power -0-</td> </tr> <tr> <td style="vertical-align: top; padding-right: 10px;">8</td> <td>Shared Dispositive Power -0-</td> </tr> </table>	5	Sole Voting Power -0-	6	Shared Voting Power -0-	7	Sole Dispositive Power -0-	8	Shared Dispositive Power -0-
5	Sole Voting Power -0-								
6	Shared Voting Power -0-								
7	Sole Dispositive Power -0-								
8	Shared Dispositive Power -0-								
9	Aggregate Amount Beneficially Owned by Each Reporting Person -0-								
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>								
11	Percent of class represented by amount in row (9) 0.00%								
12	Type of Reporting Person (See Instructions) IN								

Item 1.

(a) Name of Issuer:

Evolent Health, Inc. (the “Issuer”)

(b) Address of Issuer’s Principal Executive Offices:

800 N. Glebe Road, Suite 500

Arlington, VA 22203

Item 2.

(a)

Name of Person Filing:

This Amendment No. 4 to Schedule 13G is being filed jointly by TPG Growth II Advisors, Inc., a Delaware corporation (“Growth II Advisors”), David Bonderman and James G. Coulter (each, a “Reporting Person” and, together, the “Reporting Persons”), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Act.

Growth II Advisors is the general partner of each of (i) TPG Eagle Holdings, L.P., a Delaware limited partnership (“TPG Eagle”), which directly held Class B Common Units and shares of Class B Common Stock of the Issuer and (ii) TPG Growth II BDH, L.P., a Delaware limited partnership (together with TPG Eagle, the “TPG Funds”), which directly held shares of Class A Common Stock of the Issuer.

Because of Growth II Advisors’ relationship to the TPG Funds, Growth II Advisors may have been deemed to have beneficially owned the securities directly held by the TPG Funds.

David Bonderman and James G. Coulter are sole shareholders of Growth II Advisors and may therefore have been deemed to have beneficially owned the securities held by the TPG Funds. Messrs. Bonderman and Coulter disclaim beneficial ownership of the securities held by the TPG Funds except to the extent of their pecuniary interest therein.

(b)

Address of Principal Business Office or, if None, Residence:

The principal business address of each of the Reporting Persons is as follows:

c/o TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, Texas 76102

(c)

Citizenship:

See responses to Item 4 on each cover page.

(d)

Title and Class of Securities:

Class A Common Stock, \$0.01 par value.

(e)

CUSIP No.:

30050B101

Page 5 of 9

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Act;
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act;
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act;
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) ☐ A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

(a) AMOUNT BENEFICIALLY OWNED:

See responses to Item 9 on each cover page.

(b) PERCENT OF CLASS:

See responses to Item 11 on each cover page.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 5 on each cover page.

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 6 on each cover page.

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 7 on each cover page.

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 8 on each cover page.

Page 6 or 9

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of more than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.

See response to Item 2(a) above.

Item 8. Identification and classification of members of the group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2019

TPG Growth II Advisors, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

David Bonderman

By: /s/ Bradford Berenson

Name: Bradford Berenson, on behalf of David Bonderman (1)

James G. Coulter

By: /s/ Bradford Berenson

Name: Bradford Berenson, on behalf of James G. Coulter (2)

(1) Bradford Berenson is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated March 13, 2018, which was previously filed with the Commission as an exhibit to a Schedule 13G filed by Mr. Bonderman on April 2, 2018 (SEC File No. 005-90172).

(2) Bradford Berenson is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated March 13, 2018, which was previously filed with the Commission as an exhibit to a Schedule 13G filed by Mr. Coulter on April 2, 2018 (SEC File No. 005-90172).

Exhibit Index

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act.*

* Incorporated herein by reference to the Agreement of Joint Filing by and among TPG Growth II Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 12, 2016, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Growth Advisors II, Inc., David Bonderman and James G. Coulter on February 12, 2016.