Accretive Health, Inc. Form 4
January 05, 2016

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
Form 5
obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FLANAGAN JOSEPH GERARD			2. Issuer Name and Ticker or Trading Symbol Accretive Health, Inc. [ACHI]					5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
(Last)	(First) (Middle)		Earliest Tr	ansaction						
C/O ACCRETIVE HEALTH, INC., 401 N. MICHIGAN AVENUE, SUITE 2700			(Month/Day/Year) 12/31/2015					Director 10% Owner X Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO,	IL 60611							Form filed by M Person	fore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	curitie	es Acqu	ired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	3. Transaction Code (Instr. 8)	4. Securitie (A) or Disp (Instr. 3, 4 a)	osed o		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/31/2015			A	952,000 (1)	A	\$0	1,484,714	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D)	5	nte	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FLANAGAN JOSEPH GERARD C/O ACCRETIVE HEALTH, INC. 401 N. MICHIGAN AVENUE, SUITE 2700 CHICAGO, IL 60611

Chief Operating Officer

Signatures

/s/ Daniel A Zaccardo, Attorney-in-Fact

01/05/2016

**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).

These shares of common stock were granted for retention purposes in light of the pending transaction announced on December 8, 2015 among Accretive Health, Inc. (the "Company") and TCP-ASC ACHI Series LLLP. These shares of common stock will vest in three equal annual installments on each of the first three anniversaries of the closing of such transaction, subject to the Executive's continued

(1) employment with the Company through the applicable vesting date, provided that the shares will vest in full upon a termination of the Executive's employment without "cause", due to the Executive's death or "disability" or if the Executive resigns for "good reason". In the event the pending transaction is terminated by the parties thereto prior to closing, these shares of common stock will be forfeited by the Executive.

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.

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