Accretive Health, Inc. Form 4 February 12, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 * Rizk Emad T.

> (Last) (First) (Middle)

C/O ACCRETIVE HEALTH. INC., 401 N. MICHIGAN AVE, **SUITE 2700**

(Street)

(State)

02/10/2016

2. Issuer Name and Ticker or Trading Symbol

Accretive Health, Inc. [ACHI]

3. Date of Earliest Transaction (Month/Day/Year)

07/10/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

President and CEO

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) Applicable Line)

> > _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHICAGO, IL 60611

(City)

Common

Stock

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8) (A)

Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

Securities

(D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

6. Ownership 7. Nature of

Form: Direct Indirect

Code V Amount (D) Price 2,369 F

or

D (1)

 $2,458,904 \stackrel{(2)}{=}$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities		Securities (Instr. 3 and 4)	(Instr. 5)	Bene		
	Derivative								Own		
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Rizk Emad T. C/O ACCRETIVE HEALTH, INC. 401 N. MICHIGAN AVE, SUITE 2700 CHICAGO, IL 60611	X		President and CEO				

Signatures

/s/ Daniel A Zaccardo, 02/12/2016 Attorney-in-Fact

> **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).
- Represents a reduction of shares to satisfy the tax withholding obligations of the Issuer with respect to the vesting of restricted common stock held by the Reporting Person.

As reported by the Reporting Person on Form 4s dated July 21, 2014, July 9, 2015 and December 31, 2015, the Reporting Person received grants aggregating to 2,578,067 shares of restricted common stock. This number reflects the reduction of an aggregate of 61,950 shares of common stock that were used to satisfy tax withholding obligations as a result of the vesting of the restricted common stock held by the

Reporting Person since July 10, 2015 and for which Form 4s were inadvertently not filed with respect to the withholding only. In connection therewith, 2,024 shares of common stock were used to satisfy tax withholding at prices ranging from \$1.00 to \$1.99, 51,830 shares of common stock were used to satisfy tax withholding at prices ranging from \$2.00 to \$2.99, 2,024 shares of common stock were used to satisfy tax withholding at prices ranging from \$3.00 to \$3.99 and 6,072 shares of common stock were used to satisfy tax withholding at prices ranging from \$5.00 to \$5.99.

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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