

Section 1: 8-K (8-K)

**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

January 2, 2018
Date of Report (Date of earliest event reported)

Evolut Health, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-37415
Commission File Number:

32-0454912
(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 (see General Instruction A.2. below):

- 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 8.01. Other Events.

On January 2, 2018, Evolent Health, Inc. issued a press release announcing the closing of its acquisition of certain assets from New Mexico Health Connections. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following documents are filed as exhibits to this report:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release of Evolent Health, Inc., dated January 2, 2018.

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 and Secretary**

Dated: January 2, 2018

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release of Evolent Health, Inc., dated January 2, 2018.

[\(Back To Top\)](#)

Section 2: EX-99.1 (EXHIBIT 99.1)



Evolent Health Completes Acquisition of Assets from New Mexico Health Connections

WASHINGTON, D.C., January 2, 2018 - Evolent Health, Inc. (NYSE: EVH) (“Evolent”), a company providing an integrated value-based care platform to the nation's leading health systems and physician organizations, today announced the completion of its acquisition of certain assets from New Mexico Health Connections (NMHC). First announced on September 27, 2017, this strategic acquisition brings together two innovative companies that will operate a new health plan and managed services organization called True Health New Mexico.

The transaction closed on the originally announced terms, with Evolent acquiring assets related to the commercial business from New Mexico Health Connections (NMHC) for \$10.25 million in cash. The assets include a commercial plan and health plan management services organization with a tenured leadership team and employee base with extensive experience working locally with providers to run NMHC's suite of preventive, disease and care management programs. The assets are being contributed to a new entity, True Health New Mexico, Inc., a wholly-owned subsidiary of Evolent Health. As of December 31, 2017, the membership in the commercial plan was just under 20,000 members.

The legacy NMHC entity expects to continue to operate as an independent non-profit health care organization operating throughout the state of New Mexico, offering individual health insurance products. True Health New Mexico expects to enter into a managed services agreement with NMHC to support this ongoing individual business.

“As part of Evolent Health, True Health New Mexico is now positioned as a thriving alternative in the New Mexico commercial market. Working with our physician partners, we will continue to deliver differentiated care to our members and see multiple potential opportunities to grow True Health New Mexico,” said Dr. Martin Hickey, CEO of True Health New Mexico and the former CEO of NMHC.

To provide stability to our provider partners that will be serving our commercial members as well as NMHC's individual members, Evolent expects to extend a 15-month capital-only reinsurance arrangement to NMHC, which is currently expected to be approximately \$10 million. Evolent's subsidiary, True Health New Mexico, expects to underwrite the contract. The purpose of capital only reinsurance is to provide balance sheet support to NMHC. There is no transfer of underwriting risk to Evolent or True Health New Mexico, and neither Evolent nor True Health New Mexico are at risk for any cash payments on behalf of NMHC.

###



About Evolut Health

Evolut Health partners with leading provider organizations to achieve superior clinical and financial results in value-based care. With a provider heritage and over 20 years of health plan administration experience, Evolut operates in more than 30 U.S. health care markets, actively managing care across Medicare, Medicaid, commercial and self-funded adult and pediatric populations. With the experience to drive change, Evolut confidently stands by a commitment to achieve results. For more information, visit evoluthealth.com.

Forward-Looking Statements - Cautionary Language

Certain statements made in this press release and in other written or oral statements made by us or on our behalf are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"). A forward-looking statement is a statement that is not a historical fact and, without limitation, includes any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like: "believe," "anticipate," "expect," "estimate," "aim," "predict," "potential," "continue," "plan," "project," "will," "should," "shall," "may," "might" and other words or phrases with similar meaning in connection with a discussion of future operating or financial performance. In particular, these include statements relating to future actions, trends in our businesses, prospective services, future performance or financial results and the outcome of contingencies, such as legal proceedings. We claim the protection afforded by the safe harbor for forward-looking statements provided by the PSLRA. These statements are only predictions based on our current expectations and projections about future events. Forward-looking statements involve risks and uncertainties that may cause actual results, level of activity, performance or achievements to differ materially from the results contained in the forward-looking statements. Risks and uncertainties that may cause actual results to vary materially, some of which are described within the forward-looking statements, include, among others, certain risks and uncertainties associated with the establishment of True Health New Mexico, the acquisition of certain assets of NMHC and the entry into a new services agreement with NMHC and new risks relating to the business of NMHC which may divert management resources and result in unanticipated costs, as well as the size, scope and other risks related to any reinsurance arrangement with NMHC.

The risks included here are not exhaustive. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee our future results, level of activity, performance or achievements. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, Quarterly Report on Form 10-Q for the quarter ended June 30, 2017 and other documents filed with the SEC include factors that could affect our businesses and financial performance. Moreover, we operate in a rapidly changing and competitive environment. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors. Further, it is not possible to assess the effect of all risk factors on our businesses or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. In addition, we disclaim any obligation to update any forward-looking statements to reflect events or circumstances that occur after the date of this press release.

Source: Evolut Health, Inc.

Contacts:

Bob East
443.213.0502
Investor Relations
InvestorRelations@evolenthealth.com

Kimberly Conquest
540.435.2095
Media Relations
Kconquest@evolenthealth.com

[\(Back To Top\)](#)