
Section 1: 8-K (CURRENT REPORT)

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

October 24, 2018 (October 23, 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:

- 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 2.03 Creation of a Direct Financial Obligation.

As previously announced, on October 17, 2018, Evolent Health, Inc. (the “Company” or “we”) and Evolent Health LLC (“Evolent Health”) entered into a purchase agreement (the “Purchase Agreement”) with J.P. Morgan Securities LLC and Goldman Sachs & Co. LLC (collectively, the “Purchasers”), to issue and sell \$150.0 million aggregate principal amount of its 1.50% convertible senior notes due 2025 (the “notes”) in a private placement (the “Private Placement”) to qualified institutional buyers within the meaning of Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to an exemption from the registration requirements of the Securities Act afforded by Section 4(a)(2) of the Securities Act. The Company granted the Purchasers an option to purchase up to an additional \$22.5 million aggregate principal amount of notes (the “Option”).

On October 23, 2018, the Company announced that the Purchasers exercised the Option in full. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On October 24, 2018, the Company completed the offering and sale of an additional \$22.5 million principal aggregate amount of the notes (the “Additional Notes”) pursuant to the Purchasers’ exercise in full of the Option. The Additional Notes were issued pursuant to the Indenture, dated October 22, 2018, between the Company and U.S. Bank National Association, as trustee (the “Trustee”). The material terms of the Additional Notes are identical to the material terms of the \$150.0 million aggregate principal amount of the notes issued and sold by the Company on October 22, 2018, as described in Item 1.01 of the Current Report on Form 8-K filed by the Company on that date, which is incorporated herein by reference. The notes and any Class A common stock of the Company issuable upon conversion of the notes will not be registered under the Securities Act or any state securities laws, and unless so registered, may not be offered or sold in the United States, except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

The foregoing description of the Indenture and the notes does not purport to be complete and is qualified in its entirety by reference to the full text of the Indenture and the Form of Note, which were filed as Exhibit 4.1 and Exhibit 4.2, respectively, to the Company’s Current Report on Form 8-K filed with the SEC on October 22, 2018, each of which is incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth under Item 2.03 of this report is incorporated by reference into this Item 3.02.

Item 9.01 - Financial Statements and Exhibits.

(d) Exhibits

The following documents are filed as exhibits to this report:

Exhibit Number	Description
4.1	Indenture dated as of October 22, 2018, between Evolent Health, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Evolent Health Inc.’s Current Report on Form 8-K filed on October 22, 2018 (File No. 001-37415)).
4.2	Form of 1.50% Convertible Senior Notes due 2025 (included in Exhibit 4.1).
99.1	Press Release of Evolent Health, Inc., dated October 24, 2019

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
(Duly Authorized Officer)

Date: October 24, 2018

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Section 2: EX-99.1 (PRESS RELEASE)

Exhibit 99.1

Evolut Health, Inc. Announces Exercise of Option to Purchase Additional Convertible Senior Notes Due 2025

WASHINGTON, October 23, 2018 /PRNewswire/ -- **Evolut Health, Inc. (NYSE: EVH)**, a company providing an integrated value-based care platform to the nation's leading health systems and physician organizations ("Evolut Health"), today announced that, in connection with its offering of 1.50% convertible senior notes due 2025 (the "notes"), the initial purchasers have exercised in full their option to purchase an additional \$22.5 million aggregate principal amount of the notes. Consummation of the sale of the notes is subject to customary closing conditions, and there can be no assurance that this sale of the notes in connection with the option exercise will be consummated. The closing of the option exercise is expected to occur on October 24, 2018. Following the closing of the option exercise, Evolut Health will have issued a total of \$172.5 million aggregate principal amount of notes.

The notes and any Class A common stock of Evolut Health issuable upon conversion of the notes will not be registered under the Securities Act or any state securities laws, and unless so registered, may not be offered or sold in the United States, except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities law of any such jurisdiction.

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About Evolut Health

Evolut Health's Services segment focuses on partnering 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 Health 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 Health confidently stands by a commitment to achieve results. Our True Health segment consists of a commercial health plan we operate in New Mexico that focuses on small and large businesses.

Contacts

Bob East
443.213.0500
Investor Relations
InvestorRelations@evolenthealth.com

Robin Glass
571.389.6005
Media Relations
RGlass@evolenthealth.com

Forward-Looking Statements – Cautionary Language

Certain statements made in this 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 (the “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. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Our Annual Report on Form 10-K for the year ended December 31, 2017, as amended, and other documents filed with the SEC include risk 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 release.

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