

Accretive Health, Inc.  
Form 4  
February 12, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rizk Emad T.

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/10/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Street)  
CHICAGO, IL 60611

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/10/2016		F	(A) or (D) D	2,369 \$ 2.43	2,458,904 <sup>(2)</sup>	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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	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,  
Attorney-in-Fact  
\*\*Signature of Reporting Person  
Date  
02/12/2016

**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).
- (1) 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.
- (2) 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.