

Accretive Health, Inc.
Form 3
February 16, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â TCP-ASC ACHI Series LLLP</p> <p>(Last) (First) (Middle)</p> <p>2711 CENTREVILLE ROAD, SUITE 400,Â</p> <p>(Street)</p> <p>WILMINGTON,Â DEÂ 19808</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/16/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Accretive Health, Inc. [ACHI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

8.00% Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	80,000,000	\$ 2.5	D (2) (3) (4) (5) (6) (7)	Â
Warrant (right to buy)	Â (8)	Â (8)	Common Stock	60,000,000	\$ 3.5	D (2) (3) (4) (5) (6) (7)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TCP-ASC ACHI Series LLLP 2711 CENTREVILLE ROAD, SUITE 400 WILMINGTON,Â DEÂ 19808	Â X	Â X	Â	Â
TCP-ASC GP, LLC 2711 CENTREVILLE ROAD, SUITE 400 WILMINGTON,Â DEÂ 19808	Â	Â X	Â	Â
TI IV ACHI Holdings GP, LLC 2711 CENTREVILLE ROAD, SUITE 400 WILMINGTON,Â DEÂ 19808	Â	Â X	Â	Â
TI IV ACHI Holdings, LP 2711 CENTREVILLE ROAD, SUITE 400 WILMINGTON,Â DEÂ 19808	Â	Â X	Â	Â
TowerBrook Investors, Ltd. C/O TOWERBROOK CAPITAL PARTNERS L.P. 66 EAST 55TH STREET, 27TH FLOOR NEW YORK,Â NYÂ 10022	Â	Â X	Â	Â
MOSZKOWSKI NEAL C/O TOWERBROOK CAPITAL PARTNERS L.P. 66 EAST 55TH STREET, 27TH FLOOR NEW YORK,Â NYÂ 10022	Â	Â X	Â	Â
SOUSOU RAMEZ KINNAIRD HOUSE 1 PALL MALL EAST LONDON,Â X0Â SW1Y5AU	Â	Â X	Â	Â
Ascension Health Alliance 101 S. HANLEY ROAD, SUITE 450 ST. LOUIS,Â MOÂ 63105	Â	Â X	Â	Â

Signatures

/s/ TCP-ASC ACHI Series LLLP, by TCP-ASC GP, LLC, its General Partner, by Glenn F. Miller, Vice President

02/16/2016

**Signature of Reporting Person

Date

/s/ TCP-ASC GP, LLC by Glenn F. Miller, Vice President

02/16/2016

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<u>Signature of Reporting Person</u>	Date
/s/ TI IV ACHI Holdings GP, LLC by Glenn F. Miller, Vice President	02/16/2016
<u>Signature of Reporting Person</u>	Date
/s/ TI IV ACHI Holdings, LP, by TI IV ACHI Holdings GP, LLC, its General Partner, by Glenn F. Miller, Vice President	02/16/2016
<u>Signature of Reporting Person</u>	Date
/s/ TowerBrook Investors Ltd. by Neal Moszkowski, Director	02/16/2016
<u>Signature of Reporting Person</u>	Date
/s/ Neal Moszkowski	02/16/2016
<u>Signature of Reporting Person</u>	Date
/s/ Ramez Sousou	02/16/2016
<u>Signature of Reporting Person</u>	Date
/s/ Ascension Health Alliance by Anthony J. Speranzo, Executive Vice President & Chief Financial Officer	02/16/2016
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The convertible preferred stock is convertible at any time, at the holder's election, and has no expiration date.
- This Form 3 is being filed jointly pursuant to Rule 16a-1(a)(3) and Rule 16a-3(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") to report the beneficial ownership that TCP-ASC ACHI Series LLLP (the "Partnership"), TCP-ASC GP, LLC (the "Partnership GP"), TI IV ACHI Holdings GP, LLC (the "Aggregator GP"), TI IV ACHI Holdings, LP (the "Aggregator"), TowerBrook Investors Ltd. ("TowerBrook"), Neal Moszkowski, a citizen of the United States of America, Ramez Sousou, a citizen of the United Kingdom and Ascension Health Alliance d/b/a Ascension ("Ascension") (together, the "Reporting Persons"), may be deemed to have acquired pursuant to the closing of the transactions contemplated by the Securities Purchase Agreement (the "Purchase Agreement"), dated as of December 7, 2015, by and among the Partnership, Ascension, and Accretive Health, Inc. (the "Issuer").
- Pursuant to the Purchase Agreement, on February 16, 2016, the Partnership acquired from the Issuer (the "Purchase") (i) 200,000 shares of Accretive's 8.00% Series A Convertible Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock") for an aggregate price of \$200 million and (ii) a warrant to acquire up to 60 million shares of Common Stock on the terms and subject to the conditions set forth in the Warrant Agreement (the "Warrant"). The reported securities may be deemed to be owned directly by the Partnership, and indirectly by the Partnership GP, the Aggregator GP, the Aggregator, TowerBrook, Neal Moszkowski, Ramez Sousou and Ascension. As permitted by Rule 16a-1(a)(4), the filing of this Form 3 shall not be construed as an admission that any of the Reporting Persons are beneficial owners of any of the securities covered by this statement.
- (2) The Partnership is a Delaware series limited liability limited partnership that was formed to effect the Purchase. The sole general partner of the Partnership is the Partnership GP, and the limited partners of the Partnership are the Aggregator and Ascension. The Partnership GP is a Delaware limited liability company that was formed to effect the Purchase. The members of the Partnership GP are the Aggregator and Ascension. The Aggregator is a Delaware limited partnership that was formed to effect the Purchase. The sole general partner of the Aggregator is the Aggregator GP, and the limited partners of the Aggregator are TowerBrook Investors IV (Onshore), L.P., TowerBrook Investors IV (OS), L.P., TowerBrook Investors IV Executive Fund, L.P., TowerBrook Investors IV (892), L.P. and TowerBrook Investors IV Team Daybreak, L.P.
- (3) The Aggregator GP is a Delaware limited liability company that was formed to effect the Purchase. The sole member of the Aggregator GP is TowerBrook. TowerBrook is a Cayman Islands corporation and its principal business is to serve as the general partner or member of various affiliates of investment funds managed or advised by TowerBrook Capital Partners L.P. The directors and joint controlling shareholders of TowerBrook are Neal Moszkowski and Ramez Sousou. Ascension is a Missouri not-for-profit corporation. The Limited Liability Limited Partnership Agreement of the Partnership (the "Partnership Agreement") was entered into by the Partnership GP, as general partner of the Partnership, and the limited partners named therein (the "Limited Partners"), on December 7, 2015.
- (4)
- (5)
- (6)

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The Partnership Agreement provides that the purpose of the Partnership is, among other things, to purchase, own, convert, exercise any rights attached to, and dispose of, securities of the Issuer on behalf of the Limited Partners. Pursuant to the Partnership Agreement, the Partnership Board (comprised of designees of both Limited Partners, with a majority of the directors designated by the Aggregator) has the power and authority to manage and control the business and affairs of the Partnership and each separate series. The Partnership Agreement contains several restrictions on the transfer of the securities of the Issuer held by the Partnership, as well as provisions relating to the voting of such securities.

- (7) Pursuant to the Partnership Agreement, the Partnership Board established a series of partnership interests in the Partnership to hold the Securities purchased using the initial capital contributions of the Aggregator ("Series TB") and a series of partnership interests in the Partnership to hold the Securities purchased using the initial capital contributions of Ascension ("Series AS"). The Aggregator GP, the Aggregator, TowerBrook, Neal Moszkowski and Ramez Sousou disclaim beneficial ownership of the 63,000,000 shares of the Common Stock held directly by Series AS. Ascension disclaims beneficial ownership of the 77,000,000 shares of Common Stock held directly by Series TB.
- (8) The Warrant was issued at Closing and will be exercisable at any time during the period commencing on the date thereof and terminating ten years therefrom.

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Remarks:

For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the Reporting Person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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