

Evans Richard B. Jr.
Form 4
May 31, 2018

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 *
Evans Richard B. Jr.

(Last) (First) (Middle)

C/O R1 RCM INC., 401 N. MICHIGAN AVE, SUITE 2700

(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
R1 RCM INC. [RCM]

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Principal Accounting Officer

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	An or Nu of
			Code	V				
Performance-Based Restricted Stock Units	(1)	05/29/2018	A	11,829	(2)	(3)	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evans Richard B. Jr. C/O R1 RCM INC. 401 N. MICHIGAN AVE, SUITE 2700 CHICAGO, IL 60611			Principal Accounting Officer	

Signatures

/s/ E. Terry Platis,
Attorney-in-Fact

05/31/2018

**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).
- (1) Represents a contingent right to receive the Issuer's common stock.
Pursuant to the award agreement, the PBRsUs will be subject to both a time-based vesting condition and a performance-based vesting condition. The time-based vesting condition for 75% of the PBRsUs may be satisfied on the earlier of December 31, 2020 and a qualifying change of control (the "Performance Measurement Date"), subject to the recipient not having ceased to perform services with the Issuer, and the time-based vesting condition for the remaining 25% of the PBRsUs may be satisfied on the earlier of December 31, 2021 and a qualifying change of control. The performance-based vesting condition may be satisfied based upon an average per share price of the Issuer's common stock as defined in the award agreement, measured at the Performance Measurement Date.
- (3) Vested shares will be delivered within two and one-half months following the end of the calendar year in which or with respect to which both the time-based and performance-based vesting conditions were satisfied.
- (4) Amount represents 100% of the target award. The number of shares earned will be based upon the achievement of a performance-based vesting condition and will range from 0% to 150% of the target award.

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.