

LONG GARY STEVEN
Form 4
May 31, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LONG GARY STEVEN

(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
__X__ Officer (give title ____ Other (specify
below) below)

Chief Commercial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			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
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(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 Underlying Security (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance-Based Restricted Stock Units	(1)	05/29/2018	A	57,214	(2)	(3)	Common Stock	57,214

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LONG GARY STEVEN C/O R1 RCM INC. 401 N MICHIGAN AVE, SUITE 2700 CHICAGO, IL 60611			Chief Commercial 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.