FLANAGAN JOSEPH GERARD

Form 4/A January 18, 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 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(b).

1. Name and Address of Reporting Person * FLANAGAN JOSEPH GERARD

2. Issuer Name and Ticker or Trading Symbol

R1 RCM INC. [RCM]

(First) (Middle) (Last)

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

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

(Street)

Filed(Month/Day/Year) 12/21/2017

12/20/2017

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

6. Individual or Joint/Group Filing(Check

below)

10% Owner

Other (specify

CHICAGO, IL 60611

(City) (State)

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

Issuer

below)

_X__ Director

X_ Officer (give title

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

OMB APPROVAL

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January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

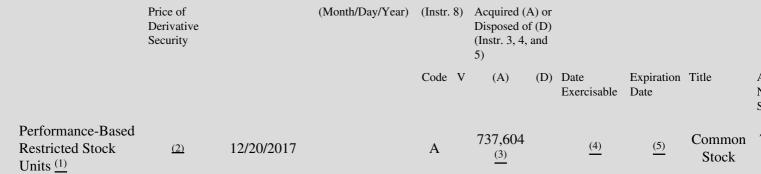
any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and An Underlying Sec (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FLANAGAN JOSEPH GERARD
C/O R1 RCM INC.
401 N. MICHIGAN AVENUE, SUITE 2700
CHICAGO, IL 60611

Relationships

Other

President and CEO

Signatures

/s/ E. Terry Platis, Attorney-in-Fact 01/18/2018

**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).
- The Performance-Based Restricted Stock Unit ("PBRSU") award is intended to be settled in cash until such time as the share reserve

 (1) available under the Issuer's Second Amended and Restated 2010 Stock Incentive Plan has been deemed sufficient by the Compensation

 Committee of the Issuer's Board of Directors to allow for the settlement of the PBRSUs in shares.
- (2) Represents a contingent right to receive the Issuer's common stock subject to the determination discussed in footnote 1.
- The Reporting Person's original Form 4 inadvertently reported the maximum number of PBRSUs available to be achieved by the Reporting Person rather than the target number of PBRSUs actually awarded to the Reporting Person.
 - 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 may be satisfied on the earlier of December 31, 2020 and a qualifying change of control (the
- (4) "Performance Period"), subject to the Reporting Person not having ceased to perform services with the Issuer. 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 end of the Performance Period.
- 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 subject to the determination discussed in footnote 1.
- (6) 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 350% 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.

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