## Edgar Filing: FLANAGAN JOSEPH GERARD - Form 4

FLANAGAN JOSEPH GERARD Form 4 February 16, 2018 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FLANAGAN JOSEPH GERARD Issuer Symbol R1 RCM INC. [RCM] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_Officer (give title Other (specify C/O R1 RCM INC., 401 N. 02/16/2018 below) below) **MICHIGAN AVENUE, SUITE 2700** President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60611 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common S 02/16/2018 F 113,061 D 1,184,996 D 5.28 Stock

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

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 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 Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	A Title N S
Performance-Based Restricted Stock Units <sup>(1)</sup>	<u>(2)</u>	02/16/2018		А	245,868	(3)	(4)	Common Stock

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## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
r o o o o o o o o o	Director	10% Owner	Officer	Other				
FLANAGAN JOSEPH GERARD C/O R1 RCM INC. 401 N. MICHIGAN AVENUE, SUITE 27 CHICAGO, IL 60611	<sub>00</sub> X		President and CEO					
Signatures								
/s/ E. Terry Platis, Attorney-in-Fact	02/16/2018							
**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.

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

- (3) "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.
- (4) 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.
- (5) 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.