

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2022-06-21**
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([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

R1 RCM Holdco Inc.

CIK: [1472595](#) | IRS No.: **020698101** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: [005-85967](#) | Film No.: **221028918**
SIC: **8741** Management services

Mailing Address
434 W. ASCENSION WAY,
6TH FLOOR
MURRAY UT 84123

Business Address
434 W. ASCENSION WAY,
6TH FLOOR
MURRAY UT 84123
312-324-7820

FILED BY

TCP-ASC ACHI Series LLLP

CIK: [1663108](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address
65 E 55TH ST 27TH FLOOR
TOWERBROOK CAPITAL
PARTNERS L.P.
NEW YORK NY 10022

Business Address
65 E 55TH ST 27TH FLOOR
TOWERBROOK CAPITAL
PARTNERS L.P.
NEW YORK NY 10022
2126992200

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 14)*

R1 RCM Holdco Inc. (f/k/a R1 RCM INC.)

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

00438V103

(CUSIP Number)

Glenn Miller

c/o TowerBrook Capital Partners L.P.
Park Avenue Tower
65 East 55th Street, 19th Floor
New York, NY 10022
(212) 699-2200

Copy to:

Steven A. Cohen

Elina Tetelbaum

Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
(212) 403-1000

Christine McCoy

c/o Ascension Health Alliance
101 S. Hanley Road, Suite 450
St. Louis, MO 63105
(314) 733-8000

Copy to:

Stephen A. Infante

Covington & Burling LLP
620 Eighth Avenue
New York, NY 10018
(212) 841-1000

(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

June 21, 2022

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

CUSIP No. 00438V103

NAMES OF REPORTING PERSONS

1.

TCP-ASC ACHI Series LLLP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0

TYPE OF REPORTING PERSON (see instructions)

14.

PN

CUSIP No. 00438V103

NAMES OF REPORTING PERSONS

1.

TCP-ASC GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0

TYPE OF REPORTING PERSON (see instructions)

14.
OO

CUSIP No. **00438V103**

NAMES OF REPORTING PERSONS

1.
TI IV ACHI Holdings GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) ☒
(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6.
Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.
0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.
0

TYPE OF REPORTING PERSON (see instructions)

14.
OO

CUSIP No. 00438V103

NAMES OF REPORTING PERSONS

1. TI IV ACHI Holdings, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11. 0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 0

TYPE OF REPORTING PERSON (see instructions)

14. PN

CUSIP No. 00438V103

NAMES OF REPORTING PERSONS

1. TowerBrook Investors Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Cayman Islands

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11. 0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 0

TYPE OF REPORTING PERSON (see instructions)

14. OO

CUSIP No. 00438V103

NAMES OF REPORTING PERSONS

1. Neal Moszkowski

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6.
U.S.A.

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.
0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.
0

TYPE OF REPORTING PERSON (see instructions)

14.
IN

CUSIP No. 00438V103

NAMES OF REPORTING PERSONS

1.
Ramez Sousou

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6.
U.K.

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

0

8. SHARED VOTING POWER

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.
0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.
0

TYPE OF REPORTING PERSON (see instructions)

14.
IN

CUSIP No. **00438V103**

NAMES OF REPORTING PERSONS

1.
ASCENSION HEALTH ALLIANCE

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) ☒

(b) ☐

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Missouri

7. SOLE VOTING POWER

0NUMBER OF
SHARES

8. SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

9. SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON WITH

10. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

012. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions) ☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0

TYPE OF REPORTING PERSON (see instructions)

14.

CO

This Amendment No. 14 to Schedule 13D (this “Amendment No. 14”) amends and supplements the statement on Schedule 13D jointly filed by TCP-ASC ACHI Series LLLP (the “Partnership”), TCP-ASC GP, LLC, TI IV ACHI Holdings GP, LLC, TI IV ACHI Holdings, LP, TowerBrook Investors Ltd., Neal Moszkowski, Ramez Sousou and Ascension Health Alliance d/b/a Ascension (together, the “Reporting Persons”) with the Securities Exchange Commission (the “Commission”) on February 16, 2021, as amended on July 11, 2016, September 9, 2016, April 3, 2017, January 2, 2018, February 23, 2018, May 8, 2018, July 2, 2018, July 2, 2019, September 23, 2020, January 6, 2021, January 15, 2021, June 2, 2021 and January 9, 2022 (as it may be amended from time to time, this “Statement”), relating to the common stock, \$0.01 par value per share (the “Common Stock”), of R1 RCM Inc. (the “Issuer”). Initially capitalized terms used in this Amendment No. 14 that are not otherwise defined herein shall have the same meanings attributed to them in the Schedule 13D. Except as expressly provided herein, all Items of the Schedule 13D remain unchanged. This is the final amendment to the Schedule 13D and constitutes an “exiting filing” for the Reporting Persons.

ITEM 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and supplemented as follows:

(a) See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentages of the shares of Common Stock beneficially owned by each of the Reporting Persons.

(b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.

(c) On June 21, 2022, the Reporting Persons disposed of (i) 139,289,200 shares of Common Stock and (ii) a warrant to purchase 40,464,855 shares of Common Stock pursuant to that certain Warrant No. 1 dated February 16, 2016 (the "R1 Warrant") upon the effectiveness of the merger of R1 Merger Sub with and into the Issuer, pursuant to the Transaction Agreement. At the effective time of the Transactions, each outstanding share of Common Stock was converted into one share of NewR1 Common Stock and the R1 Warrant was converted into a warrant to purchase shares of NewR1 Common Stock with substantially the same terms and conditions as the R1 Warrant. The Reporting Persons did not enter into any transactions in the shares of Common Stock during the past sixty days.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such shares of Common Stock.

(e) June 21, 2022.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 21, 2022

TCP-ASC ACHI SERIES LLLP

By: TCP-ASC GP, LLC, its General Partner

By: /s/ Glenn F. Miller

Name: Glenn F. Miller

Title: Vice President

TCP-ASC GP, LLC

By: /s/ Glenn F. Miller

Name: Glenn F. Miller

Title: Vice President

TI IV ACHI Holdings GP, LLC

By: /s/ Glenn F. Miller

Name: Glenn F. Miller

Title: Vice President

[Signature Page to 13D Amendment]

TI IV ACHI HOLDINGS, LP

By: TI IV ACHI Holdings GP, LLC, its General Partner

By: /s/ Glenn F. Miller

Name: Glenn F. Miller

Title: Vice President

TOWERBROOK INVESTORS LTD.

By: /s/ Neal Moszkowski

Name: Neal Moszkowski

Title: Director

NEAL MOSZKOWSKI

/s/ Neal Moszkowski

Neal Moszkowski

RAMEZ SOUSOU

/s/ Ramez Sousou

Ramez Sousou

ASCENSION HEALTH ALLIANCE

By: /s/ Christine McCoy

Name: Christine McCoy

Title: Executive Vice President & General Counsel

[Signature Page to 13D Amendment]