

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2022-06-23** | Period of Report: **2022-06-21**

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REPORTING OWNER

SPARBY JOHN M.

CIK: **1840665**

Type: **4** | Act: **34** | File No.: **001-34746** | Film No.: **221036850**

Mailing Address
C/O R1 RCM INC.
401 N. MICHIGAN AVENUE,
SUITE 2700
CHICAGO IL 60611

ISSUER

R1 RCM Holdco Inc.

CIK: **1472595** | IRS No.: **020698101** | State of Incorporation: **DE** | Fiscal Year End: **1231**
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

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

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

1. Name and Address of Reporting Person SPARBY JOHN M.			2. Issuer Name and Ticker or Trading Symbol R1 RCM Holdco Inc. [NONE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) See Remarks	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/21/2022			
C/O R1 RCM INC., 434 W. ASCENSION WAY, 6TH FLOOR						
(Street) MURRAY, UT 84123			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
(City)	(State)	(Zip)				

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	(A) or (D)	Price			
Common Stock	06/21/2022		<u>D</u>		201,916	D	(1) (2)	0	D	
Common Stock	06/21/2022		<u>D</u>		10,000	D	(1) (2)	0	I	By children's grantor retained annuity trust (3)
Common Stock	06/21/2022		<u>D</u>		30,046	D	(1) (2)	0	I	By family grantor retained annuity trust (4)

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$2.42	06/21/2022		<u>D</u>		61,012 (2)	(5)	10/03/2026	Common Stock	61,012	(2)	0	D	

Stock Option (right to buy)	\$3.85	06/21/2022		<u>D</u>		10,000 ⁽²⁾	⁽⁵⁾	06/12/2027	Common Stock	10,000	⁽²⁾	0	D	
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Explanation of Responses:

1. On June 21, 2022, pursuant to the Transaction Agreement and Plan of Merger, dated as of January 9, 2022, by and among R1 RCM Holdco Inc. (f/k/a R1 RCM Inc.) (the "Company"), R1 RCM Inc. (f/k/a Project Roadrunner Parent Inc.) ("New R1"), Project Roadrunner Merger Sub Inc. ("R1 Merger Sub"), CoyCo 1, L.P., CoyCo 2, L.P. and certain other parties, R1 Merger Sub was merged with and into the Company, with the Company surviving as a direct, wholly owned subsidiary of New R1 (the "Reorganization").
2. Upon consummation of the Reorganization, each share of the Company's common stock issued and outstanding immediately prior to the Reorganization was automatically exchanged into an equivalent corresponding share of common stock of New R1 and the Company's stockholders became stockholders of New R1. In addition, each restricted stock unit ("RSU") and option to purchase shares of common stock of the Company issued and outstanding immediately prior to the Reorganization was automatically exchanged into an equivalent corresponding RSU or option to purchase shares of common stock of New R1, subject to the same terms and conditions (including applicable vesting terms) as were applicable to RSUs or options to purchase shares immediately prior to the consummation of the Reorganization.
3. These shares of common stock are held in a grantor retained annuity trust for the benefit of the reporting person and his two children. The reporting person's former spouse is the trustee of the trust.
4. These shares of common stock are held in a grantor retained annuity trust for the benefit of the reporting person and his nieces and nephews. The reporting person shares investment control over issuer securities held by the trust with his former spouse, who is the trustee of the trust.
5. Option was granted under a stock incentive plan, in a transaction exempt under Rule 16(b)-3. The option is fully vested.

Remarks:

Executive Vice President, Chief Solutions & Customer Officer

Signatures

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

** Signature of Reporting Person

06/23/2022

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.