

TOLAN MARY A
Form 3
May 19, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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. Name and Address of Reporting Person *
TOLAN MARY A
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
05/19/2010

3. Issuer Name and Ticker or Trading Symbol
Accretive Health, Inc. [AH]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Founder, President and CEO

C/O ACCRETIVE HEALTH, INC., 401 NORTH MICHIGAN AVENUE, SUITE 2700

(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,503,416	D	
Common Stock	2,587,200	I	By the Tolan Family Trust ⁽¹⁾
Common Stock	646,800	I	By the Tolan Gamma Trust ⁽¹⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Amount or Number of Shares		
Series A Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	1,316,851 \$ (2)	D Â
Series D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	874,148 \$ (3)	D Â
Stock Option (Right to Buy)	Â (4)	02/03/2020	Common Stock	1,176,000 \$ 14.71	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOLAN MARY A C/O ACCRETIVE HEALTH, INC. 401 NORTH MICHIGAN AVENUE, SUITE 2700 CHICAGO, IL 60611	Â X	Â X	Â Founder, President and CEO	Â

Signatures

/s/ Daniel A. Zaccardo,
Attorney-in-Fact

05/19/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The shares are held in a trust, the beneficiaries of which are members of Ms. Tolan's immediate family. Members of Ms. Tolan's immediate family are trustees of the trust.

(2) Each share of Series A Convertible Preferred Stock represented herein is immediately convertible, and will automatically convert upon the closing of the Issuer's initial public offering, into 1,201.5068 shares of common stock, par value \$0.01 per share, of the Issuer, and has no expiration date.

(3) Each share of Series D Convertible Preferred Stock represented herein is immediately convertible, and will automatically convert upon the closing of the Issuer's initial public offering, into 3.92 shares of common stock, par value \$0.01 per share, of the Issuer, and has no expiration date.

(4) The shares subject to the option vest in four equal annual installments beginning on February 3, 2011, and the option can be exercised immediately upon grant, provided that upon exercise the shares issued are subject to the same vesting and repurchase provisions that applied before exercise.

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.