

CLINE J MICHAEL
Form 4
November 15, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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. Name and Address of Reporting Person *
CLINE J MICHAEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

CHICAGO, IL 60611

(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 (D) Price | | | |
| Common Stock | 11/11/2011 | | G | V 100,000 D \$ 0 | 7,266,016 ⁽¹⁾ | I | See Footnote ⁽¹⁾ |
| Common Stock | | | | | 35,143 ⁽²⁾ | I | See Footnote ⁽²⁾ |
| Common Stock | | | | | 60,078 ⁽³⁾ | D | |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CLINE J MICHAEL C/O ACCRETIVE HEALTH, INC. 401 NORTH MICHIGAN AVENUE, SUITE 2700 CHICAGO, IL 60611 | X | X | | |

Signatures

/s/ J. Michael
Cline 11/15/2011

**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).
- (1) Represents shares of common stock beneficially owned by JMC Holdings, L.P., of which the Reporting Person is the general partner. The Reporting Person and JMC Holdings, L.P. disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the common stock in which such persons have no actual pecuniary interest. Includes 7,266,016 shares of common stock that were received by JMC Holdings, L.P. as part of a pro rata distribution from Accretive Investors SBIC, L.P. ("Accretive Investors") to its partners. In prior reports, the Reporting Person reported indirect beneficial ownership of the shares of common stock held by Accretive Investors.
- (2) Represents shares of common stock beneficially owned by Accretive Associates SBIC, LLC, of which the Reporting Person is the managing member. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Accretive Associates SBIC, LLC shares in which the Reporting Person has

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no actual pecuniary interest. Includes 35,143 shares of common stock that were received by Accretive Associates SBIC, LLC as part of a pro rata distribution from Accretive Investors to its partners. In prior reports, the Reporting Person reported indirect beneficial ownership of the shares of common stock held by Accretive Investors.

(3) These shares of common stock were received by the Reporting Person as part of a pro rata distribution from Accretive Investors to its partners. In prior reports, the Reporting Person reported indirect beneficial ownership of the shares of common stock held by Accretive Investors.

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.