Kazarian Gregory N. Form 5

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Common

Stock

February 14, 2012

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Kazarian Gregory N. Symbol Accretive Health, Inc. [AH] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner X \_ Officer (give title Other (specify 12/31/2011 below) below) C/O ACCRETIVE HEALTH, Senior Vice President INC., 401 NORTH MICHIGAN **AVENUE, SUITE 2700** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) CHICAGO, ILÂ 60611 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities Ownership Indirect (Instr. 3) Code (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or 4) (D) Price Amount Common Â Â 12/15/2011 G D \$0 $7,482 \frac{(1)}{}$ D 35,000 Stock By Kazarian Common Â Â Â Â Â Â 65,218 (1) Ι Family LLC Stock (2) Â Â Â Â Â

Ι

By

Irrevocable 2009

545,468

									Gregory N. Kazarian Trust (3)
Common Stock	Â	Â	Â	Â	Â	Â	353,717	I	By Irrevocable 2009 Kazarian Children's Trust (4)

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

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SEC 2270 (9-02)

of

# 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)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

### **Reporting Owners**

Reporting Owner Name / Address		Relationships						
. 0	Director	10% Owner	Officer	Other				
Kazarian Gregory N.								
C/O ACCRETIVE HEALTH, INC.	â	Â	Senior Vice President	â				
401 NORTH MICHIGAN AVENUE, SUITE 2700	) A	А	A Sellioi vice President	A				
CHICAGO, IL 60611								

## **Signatures**

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

\*\*Signature of Reporting Person

Date

Reporting Owners 2

#### **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) The Kazarian Family LLC distributed 35,000 shares to the reporting person, who is the manager and a member of the Kazarian Family LLC, on December 15, 2011.
- (2) The shares are owned by the limited liability company of which the reporting person is the manager and a member.
- (3) The shares are held in a trust for the benefit of members of the reporting person's immediate family. The reporting person's spouse and his sister are the trustees.
- The shares are held in a trust for the benefit of members of the reporting person's immediate family. Gregory S. Davis is the trustee of this (4) trust and exercises sole voting and investment power with respect to these shares. Mr. Davis disclaims beneficial ownership in these shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.