

CLINE J MICHAEL
Form 3
May 19, 2010

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>Â CLINE J MICHAEL</p> <p>(Last) (First) (Middle)</p> <p>C/O ACCRETIVE HEALTH, INC.,Â 401 NORTH MICHIGAN AVENUE, SUITE 2700</p> <p>(Street)</p> <p>CHICAGO,Â ILÂ 60611</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/19/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Accretive Health, Inc. [AH]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p>	<p>4. Conversion or Exercise Price of Derivative</p>	<p>5. Ownership Form of Derivative Security:</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	19,136,400	\$ (1)	I	See Footnote (2)
Series D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	1,772,596	\$ (3)	I	See Footnote (4)
Stock Option (Right to Buy)	Â (5)	02/03/2020	Common Stock	52,265	\$ 14.71	D	Â

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

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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) 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.

(2) The Reporting Person is the managing member of Accretive Associates SBIC, LLC ("Accretive Associates"), which is the general partner of Accretive Investors SBIC, L.P. ("Accretive Investors"). Accretive Investors is the beneficial owner of 15,927 shares of Series A Convertible Preferred Stock, which, upon the closing of the Issuer's initial public offering, will automatically convert into 19,136,400 shares of common stock. 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 Investors shares in which the Reporting Person has no actual pecuniary interest.

(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 Reporting Person is the managing member of Accretive Associates, which is the general partner of Accretive Investors. Accretive Investors is the beneficial owner of 452,193 shares of Series D Convertible Preferred Stock, which, upon the closing of the Issuer's initial public offering, will automatically convert into 1,772,596 shares of common stock. 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 Investors shares in which the Reporting Person has no actual pecuniary interest.

(5) 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.

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