Kazarian Gregory N. Form 5

February 13, 2013

FORM 5 UNITED STATES SECURITIES AND EVOLANCE COMMISSION OMB

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Number:

Expires:

3235-0362

January 31,

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

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) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner 12/31/2012 _X__ Officer (give title Other (specify 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 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) (A) or Amount (D) Price		5. Amount of 6. Securities Ownership Beneficially Form: Owned at end Direct (D) of Issuer's or Indirect Fiscal Year (I) (Instr. 3 and (Instr. 4) 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	09/12/2012	Â	G	14,000	D	\$ 0	7,482 (1)	D	Â		
Common Stock	Â	Â	Â	Â	Â	Â	51,218 (1)	I	By Kazarian Family LLC		
Common Stock	Â	Â	Â	Â	Â	Â	545,468	I	By Irrevocable 2009		

								Gregory N. Kazarian Trust (3)
Common Stock	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 Securi (Instr.	int 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. 401 NORTH MICHIGAN AVENUE, SUITE 2700 CHICAGO, IL 60611	Â	Â	Senior Vice President	Â			

Signatures

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

**Signature of Reporting Person

Date

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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 14,000 shares to the reporting person, who is the manager and a member of the Kazarian Family LLC, on September 12, 2012.
- (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.