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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): February 17, 2020**

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**Change Healthcare Inc.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-38961**  
(Commission  
File Number)

**82-2152098**  
(IRS Employer  
Identification No.)

**3055 Lebanon Pike, Suite 1000**  
**Nashville, Tennessee 37214**  
(Address of Principal Executive Offices) (Zip Code)

**(615) 932-3000**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	CHNG	The Nasdaq Stock Market LLC
6.00% Tangible Equity Units	CHNGU	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 17, 2020, Roderick O'Reilly, Executive Vice-President and President, Software and Analytics of Change Healthcare Inc. accepted the terms of an offer letter (the "Offer Letter") summarizing the terms of his employment and compensation in connection with his transfer of employment from Canada to the United States effective on or about March 16, 2020.

Pursuant to the Offer Letter, Mr. O'Reilly's base salary will be \$500,000, and he will be eligible for an annual cash incentive bonus with a target amount of 85% of his annual base salary. The Offer Letter further provides for a \$25,000 transition payment.

No new equity has been granted as part of the transition, but Mr. O'Reilly remains eligible for future equity grants.

The foregoing description of Mr. O'Reilly's compensation arrangement is qualified in its entirety by reference to the Offer Letter, which will be filed with our annual report on Form 10-K for the fiscal year ending March 31, 2020.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHANGE HEALTHCARE INC.

By: /s/ Loretta A. Cecil

Name: Loretta A. Cecil

Title: Executive Vice President,  
General Counsel

Date: February 18, 2020