

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

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | | | | 2. | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|---|-------------------|---------------------------------------|------------|---|------------------------------|------------------------------------|-----------------|--------------------|------------------|-------------|--|---|---|------------|---|--|--|
| Petrou Bob | | | | N | ant] | Health | , Inc. | [NH | [] | | | | | | | | | |
| (Last | (Last) (First) (Middle) | | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | Ť | Director10% Owner X Officer (give title below) Other (specify below) | | | | | |
| C/O NANTHEALTH, INC., 9920 JEFFERSON BLVD. | | | | | 8/19/2020 | | | | | | | | (| Chief Financial Officer | | | | |
| (Street) | | | | 4. | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | D/YYYY | Y) (| 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| CULVER CITY, CA 90232 (City) (State) (Zip) | | | | | | | | | | | | _X _ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| | | | Table I | - Non-Dei | rivat | tive Secu | ırities | Acqui | red, I | Dispose | d o | f, or B | ene | ficially Owne | ed | | | |
| 1. Title of Security (Instr. 3) | | | . Trans. Date | Exec | Deemed aution , if any | 3. Trans. Code (Instr. 8) | | or D | or Disposed of (D) | | | Foll | Following Reported Transaction(s) Ownership of Indire Form: Ownership of Indire Beneficia | | | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | Code | V | Amo | | .) or D) | Price | | | | | | (Instr. 4) |
| | Ta | ble II - Der | rivative S | Securities | Ben | eficially | Owne | d (<i>e.g.</i> | ., put | s, calls, | wa | rrants | s, op | otions, conver | tible secu | ırities) | | |
| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deeme Execution Date, if an | | 5. Number Derivative Acquired (ADisposed of (Instr. 3, 4) | | Securities Exp (A) or of (D) | | | D | | 7. Title and Securities U Derivative S (Instr. 3 and | | Inderlying Derivative Security Security | | 9. Number of derivative Securities Beneficially Owned | Form of Derivative Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | V | (A) | ([| Date Exe | e rcisable | Expirati Date | on , | Title | | Amount or Number of Shares | | Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | |
| Stock Option (Right to Buy) | \$3.84 | 8/19/2020 | | A | | 500000 |) | | <u>(1)</u> | 8/19/20 | 30 | Comm | | 500000 | \$0.00 | 500000 | D | |

Explanation of Responses:

(1) The option will vest and become exercisable as follows: 25% of the shares subject to the option shall vest annually beginning on the one year anniversary of August 19, 2020 (the "Vesting Commencement Date"), such that all shares shall be fully vested on the four year anniversary of the Vesting Commencement Date, subject to the reporting person continuing to be a Service Provider (as defined in the 2016 Equity Incentive Plan) through each such date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|-------------------------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| Petrou Bob C/O NANTHEALTH, INC. 9920 JEFFERSON BLVD. CULVER CITY, CA 90232 | | | Chief Financial Officer | | | | | |

Signatures

| /s/ Brandon Villery, as Attorney-in-Fact | 8/20/2020 | | |
|--|-----------|--|--|
| **Signature of Reporting Person | Date | | |

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.