
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): **January 1, 2019**

INOVALON HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36841
(Commission
File Number)

47-1830316
(IRS Employer
Identification No.)

4321 Collington Road
Bowie, Maryland
(Address of principal executive offices)

20716
(Zip Code)

Registrant's telephone number, including area code: **(301) 809-4000**

Not Applicable
(Former name or former address, if changed since last report)

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))

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.

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

On January 1, 2019, the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Inovalon Holdings, Inc. (the “Company”) recommended to the Board for appointment and the Board appointed Isaac Samuel Kohane to the Company’s Board, effective January 1, 2019. It is contemplated that Mr. Kohane may serve on certain committees of the Board, but no such committee appointments have been made at this time.

Mr. Kohane will receive the same compensation as the Company’s other non-employee directors, as described under the heading “Director Compensation” in the Company’s Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on April 23, 2018, which section is incorporated by reference herein. Such compensation includes an annual cash retainer of \$75,000 payable in quarterly increments in arrears and an annual award of \$175,000 payable in equity, which Mr. Kohane will receive as a grant of restricted Class A common stock units in connection with his appointment, issuable under the Company’s 2015 Omnibus Equity Incentive Plan.

In connection with his appointment, Mr. Kohane will enter into the Company’s standard form of Indemnification Agreement, the form of which was filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1, filed with the Securities and Exchange Commission on December 30, 2014, as amended (Registration No. 333-201321). Except as set forth above, there is no other material Company plan, contract or arrangement in which Mr. Kohane will participate in connection with his appointment. No family relationships exist between Mr. Kohane and any of the Company’s other directors or executive officers. There are no actual or proposed transactions between Mr. Kohane or any related persons (as defined in Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) and the Company that would require disclosure under Item 404(a) of Regulation S-K under the Exchange Act.

In connection with Mr. Kohane’s appointment, on January 1, 2019, the Board increased the size of the Board from seven to eight directors, effective as of such date.

On January 1, 2019, the Board granted a leave of absence to Mr. Andre Hoffmann from his duties as a director effective as of such date for one (1) year, as may be extended or shortened at Mr. Hoffmann’s request and the Board’s approval, pursuant to the Amendment (as defined in Item 5.03 below) (the “Sabbatical”). Mr. Hoffmann requested the Sabbatical for personal reasons.

On January 7, 2019, the Company issued a press release relating to Mr. Kohane’s appointment as a director, a copy of which is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 1, 2019, the Board adopted an amendment (the “Amendment”) to the Company’s Second Amended and Restated Bylaws (the “Bylaws”), effective on that date, to add a new Section 5 to Article II of the Bylaws allowing the Board, by affirmative vote of a majority of the directors, to grant a leave of absence to a director for a specified period of time that shall not exceed one (1) year, unless the leave of absence is renewed from time-to-time by the affirmative vote of a majority of the Board. The Amendment gives the Compensation Committee of the Board discretion to determine appropriate adjustments to compensation and stock awards with respect to any director granted a leave of absence.

A copy of the Amendment is included as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment to Second Amended and Restated Bylaws of Inovalon Holdings, Inc.
99.1	Press Release dated January 7, 2019

SIGNATURES

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.

INOVALON HOLDINGS, INC.

Dated: January 7, 2019

By:

/s/ KEITH R. DUNLEAVY, M.D.

Keith R. Dunleavy, M.D.

Chief Executive Officer and Chairman

**Amendment to Second Amended & Restated Bylaws
of
Inovalon Holdings, Inc.
a Delaware corporation**

Pursuant to resolutions adopted by the Board of Directors of Inovalon Holdings, Inc., a Delaware corporation (the “Company”), on January 1, 2019, the Amended & Restated Bylaws (the “Bylaws”) of the Company are hereby amended as follows, effective as of such date:

1. Article II is hereby amended by adding thereto a new Section 5, which shall read as follows:

“SECTION 5. Leaves of Absence. Any director may, without resigning his or her office, apply to the Board for a leave of absence from all or part of his or her duties as a director. Leaves of absence shall be addressed in writing to the Board and shall be granted by the affirmative vote of a majority thereof. Leaves of absence so granted shall run for a period not to exceed one (1) year, unless the leave of absence is renewed from time-to-time by the affirmative vote of a majority of the Board. The Compensation Committee (or such other committee of the Board as is then charged with recommending director compensation to the Board) shall make recommendations to the Board regarding appropriate adjustments to compensation and stock awards with respect to any director granted leave under this provision. Any director on a leave of absence shall not be counted for purposes of determining whether a quorum of directors exists under Article III, Section 3 of these Bylaws.”

2. Except as set forth in this amendment, the Bylaws shall be unaffected hereby and shall remain in full force and effect.



DR. ISAAC KOHANE JOINS INOVALON BOARD OF DIRECTORS

*Industry Leader in Healthcare Big Data, Machine Learning and Artificial Intelligence Joins
Company's Board of Directors*

BOWIE, Md. - January 7, 2019 - [Inovalon](#) (Nasdaq: INOV), a leading technology company providing advanced, cloud-based platforms empowering data-driven healthcare, today announced that Isaac (Zak) Kohane, M.D., Ph.D. has joined the Company's Board of Directors.

"I am honored and thrilled to have Zak join our Board," said Keith Dunleavy, M.D., chief executive officer and chairman of the Board of Directors of Inovalon. "His knowledge and industry thought leadership in healthcare big data, machine learning, artificial intelligence and data-driven decision making is a tremendous addition to our Board as the application of these capabilities is driving an accelerating impact on healthcare."

"The scale and nature of Inovalon's datasets, in combination with the capabilities and reach of its platform is nothing short of exciting," said Isaac Kohane, M.D., Ph.D. "The critical role of such real-world datasets in the development of the rapidly advancing forms of machine learning, artificial intelligence and deep learning holds incredible opportunity. I look forward to lending my experience and insights to Inovalon at such an important time in healthcare."

Isaac (Zak) Kohane, M.D., Ph.D. brings to Inovalon's Board of Directors truly industry-leading vision and experience in the field of healthcare big data, machine learning, artificial intelligence, and computer-assisted medical decision making. Dr. Kohane is the inaugural Chair of the Department of Biomedical Informatics and the Marion V. Nelson Professor of Biomedical Informatics at Harvard Medical School. He served as co-author of the Institute of Medicine Report on Precision Medicine that has been the template for national efforts. He is an industry leader in the development and application of computational techniques to address disease at multiple scales, from whole healthcare systems as "living laboratories" to functional genomics.

Over the past 30 years, Dr. Kohane's research agenda has been driven by the vision of what biomedical researchers could do to find new cures, provide new diagnoses and deliver the best care available if data could be converted more rapidly to knowledge and knowledge to practice. In so doing, he has designed and led multiple internationally adopted efforts to "instrument" the healthcare enterprise for discovery and to enable innovative decision-making tools to be applied to the point of care. At the same time, the new insights afforded by omic-scale molecular analyses have inspired him and his collaborators to work on re-characterizing and reclassifying diseases. In many of these studies, the application of big data and the developmental trajectories of thousands of genes have been a powerful tool in unraveling complex diseases.

Dr. Kohane leads the Informatics for Integrating Biology and the Bedside (i2b2) project, a National Institute of Health (NIH)-funded National Center for Biomedical Computing (NCBC) initiative based in Boston, which is currently deployed internationally to more than 120 major academic health centers. Dr. Kohane also currently leads several NIH-funded projects including a Center of Excellence in Big Data to Knowledge

(BD2K), a Center of Excellence in Genomic Science, and the Coordinating Center for the Undiagnosed Disease Network (UDN), a project leveraging national-level data to facilitate challenging patient diagnoses.

Dr. Kohane received a Bachelor of Science in Biology with a concentration in computer science with honors from Brown University, and undertook his doctoral work at Boston University in the Clinical Decision Making Group of the Massachusetts Institute of Technology lab for Computer Science. He received his medical degree and doctorate from Boston University. He holds or has held academic appointments at Harvard Medical School, Children's Hospital Boston, the Dana-Farber Cancer Institute in Boston, and the Brigham and Women's Hospital in Boston. He also serves or has served as the Principal Investigator, Co-Investigator, or other senior role in more than 50 funded research initiatives under the National Institute of Health (NIH), Center for Disease Control (CDC), the Department of Health and Human Services (HHS), National Laboratory of Medicine (NLM), and other institutions, and has been the principal author or co-author to more than 330 peer reviewed publications.

For more information regarding Dr. Kohane, please see his biography at <https://www.inovalon.com/about/leadership/> and a selection of publications: "Translating Artificial Intelligence Into Clinical Care," published in the *Journal of the American Medical Association's JAMA Network* at <https://jamanetwork.com/journals/jama/article-abstract/2588761>; "Combining clinical and genomics queries using i2b2 - Three methods," published in the National Library of Medicine National Institutes of Health's PLoS One at <https://www.ncbi.nlm.nih.gov/pubmed/28388645>; and "Big Data and Machine Learning in Health Care," at <https://jamanetwork.com/journals/jama/article-abstract/2675024>.

About Inovalon

Inovalon is a leading technology company providing cloud-based platforms empowering data-driven healthcare. Through the Inovalon ONE® Platform, Inovalon brings to the marketplace a national-scale capability to interconnect with the healthcare ecosystem, aggregate and analyze data in real-time, and empower the application of resulting insights to drive meaningful impact at the point of care. Leveraging its platform, unparalleled proprietary data sets, and industry-leading subject matter expertise, Inovalon enables better care, efficiency, and financial performance across the healthcare ecosystem. From health plans and provider organizations, to pharmaceutical, medical device, and diagnostics companies, Inovalon's unique achievement of value is delivered through the effective progression of "Turning Data into Insight, and Insight into Action®." Supporting thousands of clients, including 19 of the top 25 U.S. health plans and 22 of the top 25 global pharma companies, Inovalon's technology platforms and analytics are informed by data pertaining to more than 955,000 physicians, 499,000 clinical facilities, 261 million Americans, and 40 billion medical events. For more information, visit www.inovalon.com.

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