

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Knowlton Calvin H</u> (Last) (First) (Middle) 228 STRAWBRIDGE DRIVE SUITE 100 (Street) MOORESTOWN NJ 08057 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Tabula Rasa HealthCare, Inc. [TRHC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/24/2020		A ⁽¹⁾		58,737	A	\$0	811,959 ⁽³⁾	D	
Common Stock	02/24/2020		A ⁽²⁾		36,710	A	\$0	763,411 ⁽⁴⁾	I	Held by spouse.
Common Stock								20,000	I	Held by trust for children.
Common Stock								20,000	I	Held by trust for children.

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

Explanation of Responses:

- Dr. Calvin Knowlton received a restricted stock award of 58,737 shares of the Company's common stock on February 24, 2020. Such common stock will vest in four equal annual installments on January 11, 2021, January 11, 2022, January 11, 2023 and January 11, 2024.
- Dr. Orsula Knowlton received a restricted stock award of 36,710 shares of the Company's common stock on February 6, 2020. Such common stock will vest in four equal annual installments on January 11, 2021, January 11, 2022, January 11, 2023 and January 11, 2024.
- The reporting person received a restricted stock award of 337,307 shares of the Company's common stock on September 28, 2016. Pursuant to amendments to the restricted stock award on June 12, 2017, May 30, 2018, and May 2, 2019, respectively, all unvested shares of such common stock were scheduled to vest in six equal installments at the end of each calendar quarter beginning on June 30, 2019 and ending on September 30, 2020, such that such common stock would have vested in full on September 30, 2020. Notwithstanding the foregoing, on February 24, 2020, the Company entered into an amendment to the restricted stock award with the reporting person and, pursuant thereto, all shares of common stock underlying such restricted stock award will now vest on December 1, 2021.
- Dr. Orsula Knowlton received a restricted stock award of 267,268 shares of the Company's common stock on September 28, 2016. Pursuant to amendments to the restricted stock award on June 12, 2017, May 30, 2018, and May 2, 2019, respectively, all unvested shares of such common stock were scheduled to vest in six equal installments at the end of each calendar quarter beginning on June 30, 2019 and ending on September 30, 2020, such that such common stock would have vested in full on September 30, 2020. Notwithstanding the foregoing, on February 24, 2020, the Company entered into an amendment to the restricted stock award with Dr. Orsula Knowlton and, pursuant thereto, all shares of common stock underlying such restricted stock award will now vest on December 1, 2021.

/s/ Brian W. Adams, by Power of Attorney 02/26/2020

** 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 Number.