

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Indaba Capital Management, L.P.</u> (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, SUITE DM700 (Street) SAN FRANCISCO CA 94129 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/01/2022	3. Issuer Name and Ticker or Trading Symbol <u>Tabula Rasa HealthCare, Inc. [TRHC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,169,024	I	See Footnotes ⁽¹⁾⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
1.75% Convertible Senior Subordinated Notes due 2026	(3)(4)	02/15/2026	Common Stock ⁽³⁾⁽⁴⁾	1,282,805 ⁽³⁾⁽⁴⁾	(3)(4)	I	See Footnotes ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person* <u>Indaba Capital Management, L.P.</u> (Last) (First) (Middle) ONE LETTERMAN DRIVE BUILDING D, SUITE DM700 (Street) SAN FRANCISCO CA 94129 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>IC GP, LLC</u> (Last) (First) (Middle) ONE LETTERMAN DRIVE, BUILDING D, SUITE DM700 (Street) SAN FRANCISCO CA 94129

FRANCISCO

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SCHRIER DEREK C

(Last) (First) (Middle)

C/O INDABA CAPITAL MANAGEMENT, L.P.
ONE LETTERMAN DR., BLDING D, SUITE
DM700

(Street)

SAN FRANCISCO CA 94129

(City) (State) (Zip)

Explanation of Responses:

1. This Form 3 is filed jointly by Indaba Capital Management, L.P. (the "Investment Manager"), IC GP, LLC ("IC GP"), and Derek C. Schrier (collectively, the "Reporting Persons"). Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

2. The securities of Tabula Rasa HealthCare, Inc. (the "Issuer") reported herein are held directly by Indaba Capital Fund, L.P. (the "Fund"). Pursuant to an Investment Management Agreement, the Fund and its general partner have delegated all voting and investment power over the securities directly held by the Fund to the Investment Manager. As a result, each of the Investment Manager, IC GP, as the general partner of Investment Manager, and Mr. Schrier, as Managing Member of IC GP, may be deemed to exercise voting and investment power over such securities. The Fund specifically disclaims beneficial ownership of such securities by virtue of its inability to vote or dispose of such securities as a result of such delegation to the Investment Manager.

3. The Fund directly holds \$89,728,000 principal amount of the Issuer's 1.75% Convertible Senior Subordinated Notes due February 15, 2026 (the "Senior Notes"). Subject to conditions described in the indenture governing the Senior Notes, holders of the Senior Notes have the right to convert all or any portion of such Senior Notes into shares of the Issuer's Common Stock at an initial conversion rate of 14.2966 shares of Common Stock per \$1,000 principal amount of Senior Notes, subject to adjustment as described in the indenture.

4. As the Issuer has the option, at its sole discretion, to settle conversions of the Senior Notes in cash, shares of Common Stock or a combination of cash and shares of Common Stock, the Reporting Persons are not deemed to be beneficial owners of any shares of Common Stock underlying the Senior Notes for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, as the Reporting Persons do not have the right to acquire such underlying shares of Common Stock.

Indaba Capital
Management, L.P.; By: IC
GP, LLC, its general
partner; By: /s/ Derek C.
Schrier, Managing
Member 06/07/2022
IC GP, LLC; By: /s/ Derek
C. Schrier, Managing
Member 06/07/2022
/s/ Derek C. Schrier 06/07/2022
** 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 5 (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.