

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Knowlton Orsula V</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) <p style="text-align: center;"><b>President</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 11/22/2019	
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	11/22/2019		M		10,716	A	\$5.82	845,001	I	Held by spouse.
Common Stock	11/22/2019		M		6,400	A	\$15.65	851,401	I	Held by spouse.
Common Stock	11/22/2019		M		3,933	A	\$15.15	855,334	I	Held by spouse.
Common Stock	11/22/2019		S <sup>(6)</sup>		1,854	D	\$41.44 <sup>(4)</sup>	853,480	I	Held by spouse.
Common Stock	11/22/2019		S <sup>(6)</sup>		3,468	D	\$42.01 <sup>(5)</sup>	850,012	I	Held by spouse.
Common Stock								777,256	D	
Common Stock								10,000	I	Held by trust for children.
Common Stock								10,000	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$5.82	11/22/2019		M			10,716	(I)	01/01/2025	Common Stock	10,716	\$0	0	D	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$15.65	11/22/2019		M			6,400	(2)	10/21/2021	Common Stock	6,400	\$0	0	D	
Employee Stock Option (right to buy)	\$15.15	11/22/2019		M			3,933	(3)	03/10/2027	Common Stock	3,933	\$0	1,967	D	

**Explanation of Responses:**

- The Stock Option vested 25% on the first anniversary of grant, and 1/36th each month thereafter.
- The Stock Option vested 33.33% on the first anniversary of grant, and 1/24th each month thereafter.
- The Stock Option vested 25% on the first anniversary of grant, and vests 1/36th each month thereafter.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$41.28 to \$41.60, inclusive. The reporting person undertakes to provide to Tabula Rasa HealthCare, Inc., any security holder of Tabula Rasa HealthCare, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in footnotes (4) and (5).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$41.72 to \$42.67, inclusive.
- Reflects shares sold to cover the exercise price, taxes and fees associated with the broker-assisted, cashless exercise of options set forth in Table II of this Form 4.

/s/ Brian W. Adams, by Power  
of Attorney      11/26/2019

\*\* 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.**