

LHC Group, Inc
Form 4
March 03, 2017

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Coliseum Capital Management, LLC

(Last) (First) (Middle)

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LHC Group, Inc [LHCG]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/01/2017 | | M | (A) 1,700 (1) (2) (3) (4) | \$ 0 784,394 | I | See Footnotes (5) (6) |
| Common Stock | 03/01/2017 | | D | (D) 1,700 (1) (2) (3) (4) | \$ 48.52 782,694 | I | See Footnotes (5) (6) |

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Phantom Stock | (1) | 03/01/2017 | | M | 1,700 | 03/01/2017 03/01/2017 | Common Stock | 1,700 |
| Phantom Stock | (1) | 03/01/2017 | | A | 1,300 | 03/01/2018 03/01/2018 | Common Stock | 1,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902 | X | | | |
| Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X | | | |
| Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X | | | |
| COLISEUM CAPITAL PARTNERS, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X | | | |
| Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X | | | |
| | X | | | |

Gray Adam
 METRO CENTER
 1 STATION PLACE, 7TH FLOOR,
 STAMFORD, CT 06902

Signatures

| | |
|---|------------|
| Coliseum Capital Management, LLC, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 03/03/2017 |
| __Signature of Reporting Person | Date |
| Christopher Shackelton, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 03/03/2017 |
| __Signature of Reporting Person | Date |
| Coliseum Capital, LLC, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 03/03/2017 |
| __Signature of Reporting Person | Date |
| Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 03/03/2017 |
| __Signature of Reporting Person | Date |
| Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 03/03/2017 |
| __Signature of Reporting Person | Date |
| Adam Gray, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 03/03/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) Each share of phantom stock is the economic equivalent of one share of common stock, par value \$0.01 per share (the "Common Stock") of LHC Group, Inc. (the "Issuer"). Each share of phantom stock is entitled to a cash payment equal to the fair market value of a share of the Common Stock as of the payment date based on the closing market price of the Common Stock on such date.
 - (2) The cash settlement of 1,700 shares of phantom stock is reported for purposes of Form 4 as the disposition of the phantom stock and a simultaneous acquisition and disposition of the underlying Common Stock. The phantom stock is entitled to a cash payment equal to the fair market value of one share of the Common Stock as of the payment date, which was \$48.52 based on the closing price of the Common Stock on March 1, 2017, the most recent trading day immediately preceding the payment date.
 - (3) The phantom stock was received by Christopher Shackelton ("Shackelton") in connection with his service as a member of the board of directors of the Issuer. Shackelton has agreed that all equity awards he receives for serving as a director of the Issuer shall be issued to Coliseum Capital Partners, L.P. ("CCP"), an investment limited partnership of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser.
 - (4) Shackelton and Adam Gray ("Gray") are managers of and have an ownership interest in each of CCM and CC. Coliseum Capital Partners II, L.P. ("CCP2" and, together with CCP, the "Funds") is an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser. Each of Shackelton, Gray, the Funds, CC and CCM disclaims beneficial ownership of the phantom stock except to the extent of that person's pecuniary interest therein.
 - (5) The Common Stock reported in Column 5 of Table I is held directly by (a) CCP, (b) CCP2 and (c) a separate account investment advisory client of CCM (the "Separate Account").
 - (6) Shackelton and Gray are managers of and have an ownership interest in each of CCM and CC. Each of Shackelton, Gray, the Funds, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

Remarks:

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Shackelton is a director of the Issuer. As a result, the following persons may be deemed directors by deputization of the Issuer.

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

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