

LHC Group, Inc
Form 4
March 03, 2015

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)
03/01/2015

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2015		M		2,600	A	<u>1</u>
							2,346,107 <u>(2)</u>
Common Stock	03/01/2015		D		2,600	D	<u>(3)</u>
							\$ 33.8
							2,343,507 <u>(2)</u>

See Footnote (2)

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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Phantom Stock	(1)	03/01/2015		M	2,600	03/01/2015 03/01/2015	Common Stock	2,600
Phantom Stock	(1)	03/01/2015		A	1,800	03/01/2016 03/01/2016	Common Stock	1,800

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	X		
Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
COLISEUM CAPITAL PARTNERS L P METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
	X	X		

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

Signatures

Coliseum Capital Management, LLC, By: /s/ Christopher Shackelton, Manager	03/03/2015
**Signature of Reporting Person	Date
/s/ Christopher Shackelton	03/03/2015
**Signature of Reporting Person	Date
Coliseum Capital, LLC, By: /s/ Christopher Shackelton, Manager	03/03/2015
**Signature of Reporting Person	Date
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Christopher Shackelton, Manager	03/03/2015
**Signature of Reporting Person	Date
Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Christopher Shackelton, Manager	03/03/2015
**Signature of Reporting Person	Date
/s/ Adam Gray	03/03/2015
**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 the Issuer's common stock, par value \$0.01 per share ("Common Stock"). 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.
- These securities are held directly by (a) Coliseum Capital Partners, L.P. ("CCP"), (b) Coliseum Capital Partners II, L.P. ("CCP2" and, together with CCP, the "Funds") and (c) a separate account investment advisory client (the "Separate Account") of Coliseum Capital Management, LLC ("CCM"). Christopher Shackelton ("Shackelton") and Adam Gray ("Gray") are managers of and have an ownership interest in each of CCM and Coliseum Capital, LLC ("CC") and may be deemed to have an indirect pecuniary interest in the shares held by the the Separate Account and the Funds due to CCM's right to receive performance-related fees from the Separate Account and CC's right to receive performance-related fees from the Funds. Each of Shackelton, Gray, CCP, CCP2, CC and CCM disclaim beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.
- (2) 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. If the payment date occurs on a weekend or a day on which NASDAQ Global Select Market is not open for business, then the closing market price of the Common Stock on the most recent business day will be utilized to determine the fair market value of the Common Stock. The payment date of March 1, 2015 was a Sunday. Accordingly, the closing market price of the Common Stock of \$33.80 on February 27, 2015 was used.
- (3) The phantom stock was received by 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 CCP. Shackelton and Gray are managers of and have an ownership interest in each of CCM and CC. CCM is the investment manager for CCP, and CC is the general partner of CCP. Shackelton and Gray may be deemed to have an indirect pecuniary interest in the phantom stock and Common Stock held by CCP due to CC's right to receive performance-related fees from CCP. Each of CCM, CC, CCP, CCP2, Shackelton and Gray disclaim beneficial ownership of the phantom stock and Common Stock, except to the extent of that person's pecuniary interest therein.
- (4)

Remarks:

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

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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