

MERGE HEALTHCARE INC  
 Form 4  
 October 15, 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 \*  
 Wells Antonia

2. Issuer Name and Ticker or Trading Symbol  
 MERGE HEALTHCARE INC  
 [MRGE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 6303 AIRPORT ROAD,, SUITE 500  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/13/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, International & R&D

MISSISSAUGA, A6 L4V 1R8  
 (City) (State) (Zip)

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

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                    | 10/13/2015                           |                                                    | D                              | 113,323 D \$ 7.13                                                 | 0                                                                                             | D                                                        |                                   |
| Restricted Common Stock         | 10/13/2015                           |                                                    | D                              | 117,250 D 0                                                       | 0                                                                                             | D                                                        |                                   |

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) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount or Number of Shares |
| Stock Options                              | \$ 2.5                                                 | 10/13/2015                           |                                                    | D                              | 50,000                                                                                  | <u>(2)</u>                                               | 05/03/2016                                                    | Common Stock | 50,000                     |
| Stock Options                              | \$ 6.33                                                | 10/13/2015                           |                                                    | D                              | 100,000                                                                                 | <u>(3)</u>                                               | 02/28/2018                                                    | Common Stock | 100,000                    |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |                                |       |
|-----------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                             | Director      | 10% Owner | Officer                        | Other |
| Wells Antonia<br>6303 AIRPORT ROAD,<br>SUITE 500<br>MISSISSAUGA, A6 L4V 1R8 |               |           | President, International & R&D |       |

## Signatures

/s/ Julie Ann B. Schumitsch, as Power of Attorney for Antonia A. Wells

10/15/2015

\_\_\_\_\_  
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) This Restricted Stock Award ("RSA") granted pursuant to the 2005 Equity Incentive Plan (a Rule 16b-3 shareholder approved employee benefit plan) of Issuer, originally provided for the restrictions on such shares to lapse with such shares becoming immediately and fully vested to the extent of thirty three percent (33%) of such shares on each November 5, 2014 and November 5, 2015, and thirty four percent (34%) of such shares on November 5, 2016, subject to additional terms and conditions as set forth in the Reporting Person's RSA agreement. Pursuant to the Merger, the remaining shares outstanding under the RSA were cancelled in exchange for a cash payment equal to the Merger Consideration, payable on the remaining shares vesting on the respective vesting dates of November 5, 2015 (\$411,757.50) and November 5, 2016 (\$424,235), subject to the same additional terms and conditions as set forth in the Reporting Person's RSA agreement.

(2) This Nonqualified Stock Option granted on May 4, 2010, which vested in four (4) equal annual installments to purchase 12,500 shares of Common Stock on each of May 4, 2011, May 4, 2012, May 4, 2013 and May 4, 2014, was cancelled at the effective time of the Merger in exchange for a cash payment of \$231,500, less applicable withholding taxes, representing the difference between the exercise price of the option and the Merger Consideration.

(3) This Nonqualified Stock Option granted on March 1, 2012, which vested in four (4) equal annual installments to purchase 25,000 shares of Common Stock on each of March 1, 2013, March 1, 2014, March 1, 2015 and March 1, 2016, was cancelled at the effective time of the Merger in exchange for a cash payment of \$80,000, less applicable withholding taxes, representing the difference between the exercise

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price of the option and the Merger Consideration.

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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