CORVEL CORP Form SC 13G/A February 10, 2011

## SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G/A (Rule 13d-102)

# INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

(Amendment No. 5)\*

CORVEL CORP (Name of Issuer)

Common Stock, par value \$.0001 (Title of Class of Securities)

221006109 (CUSIP Number)

December 31, 2010 (Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

"Rule 13d-1(b) xRule 13d-1(c) "Rule 13d-1(d)

(Page 1 of 22 Pages)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<sup>\*</sup>The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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1	NAMES OF REPORTING PER	RSONS	
	I.R.S. IDENTIFICATION NO.	OF ABOVE PERSONS (ENTITIES ONLY	Y)
	HealthCor Management, L.P.	`	•
2	•	BOX IF A MEMBER OF A GROUP	(a) x
			(b) "
3	SEC USE ONLY		(0)
4	CITIZENSHIP OR PLACE OF	ORGANIZATION	
7	Delaware	OKO/IIVIZ/IIIOIV	
	5 SOLE VOTING	DOWED	
NUMBER OF		JIOWER	
SHARES		INC DOWED	
BENEFICIALLY		INGFOWER	
OWNED BY	377,544 7 SOLE DISPOS	TRIVE DOWED	
EACH	SOLL DISTOS	IIIVE POWER	
REPORTING	0	OCIMINE DOWER	
PERSON WITH		OSITIVE POWER	
_	377,544		
9		NEFICIALLY OWNED BY EACH REPOR	CTING PERSON
	377,544		
10		GATE AMOUNT IN ROW (9) EXCLUDE	ES "
	CERTAIN SHARES		
11	PERCENT OF CLASS REPRE	SENTED BY AMOUNT IN ROW (9)	
	3.25%		
12	TYPE OF REPORTING PERS	ON	
	PN		

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1	NAMES OF RE	EPORTING PERSONS	
	I.R.S. IDENTIF	FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY	<i>(</i> )
	HealthCor Asso	ociates, LLC	
2	CHECK THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x
			(b) "
3	SEC USE ONL	Y	
4	CITIZENSHIP	OR PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF	5	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	.6	SHARED VOTING POWER	
OWNED BY		377,544	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON WITH		SHARED DISPOSITIVE POWER	
		377,544	
9		AMOUNT BENEFICIALLY OWNED BY EACH REPOR	TING PERSON
	377,544		
10		F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDE	ES "
	CERTAIN SHA		
11	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	3.25%		
12	_	ORTING PERSON	
	OO - limited lia	bility company	

<sup>\*\*</sup> SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAMES OF REPORTING PERSONS	·
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY HealthCor Offshore, Ltd.	)
2		(a) x (b) "
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF	5 SOLE VOTING POWER	
· -	0	
SHARES BENEFICIALLY	y6 SHARED VOTING POWER	
OWNED BY	218,071	
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	0	
PERSON WITH	X YHAREITHINDING HINGER	
rekson wiir	218,071	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORT	TING PERSON
	218,071	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDE	S
	CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.88%	
12	TYPE OF REPORTING PERSON	
	OO - limited company	

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1	NAMES OF REPORTINIA.S. IDENTIFICATION	IG PERSONS N NO. OF ABOVE PERSONS (ENTITIES ONL)	Y)
2	HealthCor Offshore Mass CHECK THE APPROPR	ter Fund, L.P. RIATE BOX IF A MEMBER OF A GROUP	(a) x (b) "
3	SEC USE ONLY		
4	CITIZENSHIP OR PLAC	CE OF ORGANIZATION	
	Cayman Islands		
NUMBER OF		OTING POWER	
SHARES	0		
BENEFICIALLY		O VOTING POWER	
OWNED BY	218,071	(and a symmetry in the symmetry)	
EACH		SPOSITIVE POWER	
REPORTING	0	DISPOSITIVE DOWED	
PERSON WITH		D DISPOSITIVE POWER	
9	218,071	T BENEFICIALLY OWNED BY EACH REPOR	TING DEDCON
9	218,071	I BENEFICIALLI OWNED BI EACH KEFOR	CIING PERSON
10	· · · · · · · · · · · · · · · · · · ·	GGREGATE AMOUNT IN ROW (9) EXCLUDI	F <b>S</b>
10	CERTAIN SHARES	CORLOATE AMOUNT IN ROW (7) EXCEEDE	LO
11		REPRESENTED BY AMOUNT IN ROW (9)	
••	1.88%		
12	TYPE OF REPORTING	PERSON	
	OO - limited company		
	1 2		

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1	NAMES OF REPORTING PERSONS	7)
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY HealthCor Offshore GP, LLC	.)
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) "
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF	5 SOLE VOTING POWER	
	0	
SHARES BENEFICIALLY	<sub>v</sub> 6 SHARED VOTING POWER	
	218,071	
OWNED BY	7 SOLE DISPOSITIVE POWER	
EACH	0	
REPORTING	X SHARED DISPOSITIVE POWER	
PERSON WITH	218,071	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPOR	TING PERSON
	218,071	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDE	ES "
	CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.88%	
12	TYPE OF REPORTING PERSON	
	OO - limited company	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONI	LY)
2	HealthCor Hybrid Offshore, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) "
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF	5 SOLE VOTING POWER	
SHARES	0	
BENEFICIALL	Y <sup>6</sup> SHARED VOTING POWER	
OWNED BY	53,039	
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	0	
PERSON WITH	SHARED DISPOSITIVE POWER	
	53,039	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPO	ORTING PERSON
	53,039	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUI	DES "
	CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.46%	
12	TYPE OF REPORTING PERSON	
	OO - limited company	

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12

HealthCor Hybrid Offshore Master Fund, L.P.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) x (b) "  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  NUMBER OF SHARES BENEFICIALLY 6 SHARED VOTING POWER  OWNED BY EACH REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  53,039  (b) "  SHARED VOTING POWER  OUTING POWER  SHARED DISPOSITIVE POWER  SHARED DISPOSITIVE POWER  53,039		HealthCor Hybrid Offshore Master Fund, L.P.
SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  SOLE VOTING POWER  53,039  SHARED VOTING POWER  53,039  SHARED DISPOSITIVE POWER  53,039	2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  SOLE VOTING POWER  0 SHARED VOTING POWER  53,039  SHARED DISPOSITIVE POWER  53,039		(b) "
NUMBER OF SOLE VOTING POWER  SHARES BENEFICIALLY OWNED BY EACH REPORTING POWER  SHARED VOTING POWER  53,039 SOLE DISPOSITIVE POWER  0 SHARED DISPOSITIVE POWER  53,039	3	SEC USE ONLY
NUMBER OF 5 SOLE VOTING POWER 0 SHARES BENEFICIALLY 53,039 SOLE DISPOSITIVE POWER 53,039 PERSON WITH 8 SHARED DISPOSITIVE POWER 53,039	4	CITIZENSHIP OR PLACE OF ORGANIZATION
NUMBER OF SHARES  BENEFICIALLY  OWNED BY EACH REPORTING PERSON WITH  O SHARED VOTING POWER  53,039  SOLE DISPOSITIVE POWER  O SHARED DISPOSITIVE POWER  53,039		Cayman Islands
SHARES BENEFICIALLY  OWNED BY EACH REPORTING PERSON WITH  O SHARED VOTING POWER  53,039  SOLE DISPOSITIVE POWER  SHARED DISPOSITIVE POWER  53,039	MUMDED OF	5 SOLE VOTING POWER
BENEFICIALLY  OWNED BY EACH  REPORTING PERSON WITH  BENEFICIALLY  53,039  SOLE DISPOSITIVE POWER  0  SHARED VOTING POWER  53,039		0
OWNED BY EACH REPORTING PERSON WITH  53,039  SOLE DISPOSITIVE POWER  O SHARED DISPOSITIVE POWER  53,039		,6 SHARED VOTING POWER
EACH REPORTING PERSON WITH  SOLE DISPOSITIVE POWER  0 SHARED DISPOSITIVE POWER  53,039	221 (21 1011 122 1	53,039
REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER 53,039		7 SOLE DISPOSITIVE POWER
PERSON WITH 8 SHARED DISPOSITIVE POWER 53,039	2	0
53,039		8 SHARED DISPOSITIVE POWER
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	PERSON WITH	53,039
	9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
53,039		53,039
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES "	10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES		CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.46%		· · · · · · · · · · · · · · · · · · ·

TYPE OF REPORTING PERSON

OO - limited company

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) HealthCor Hybrid Offshore GP, LLC  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) "  SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) x (b) "  3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) x (b) "  3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION	
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION	
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION	
Cayman Islands	
5 SOLE VOTING POWER	
NUMBER OF 0	
SHARES  SHARED VOTING POWER	
BENEFICIALLY 53,039	
OWNED BY SOLE DISPOSITIVE POWER	
EACH 0	
REPORTING SHARED DISPOSITIVE POWER	
PERSON WITH 5 53,039	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1
53,039	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES "	
CERTAIN SHARES	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
0.46%	
12 TYPE OF REPORTING PERSON	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ON	LY)
2	HealthCor Group, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) "
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF	5 SOLE VOTING POWER	
SHARES	0	
BENEFICIALL'	Y <sup>6</sup> SHARED VOTING POWER	
OWNED BY	377,544	
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	0	
PERSON WITH	SHARED DISPOSITIVE POWER	
	377,544	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPO	ORTING PERSON
4.0	377,544	D 77.0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLU	DES "
4.4	CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
10	3.25%	
12	TYPE OF REPORTING PERSON	
	OO - limited liability company	

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1	I.R.S. IDENTIF	EPORTING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONL)	Y)
2	HealthCor Capi CHECK THE A	ital, L.P. APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) "
3	SEC USE ONL	Y	
4	CITIZENSHIP	OR PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF	5	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	<sub>7</sub> 6	SHARED VOTING POWER	
OWNED BY	L	106,434	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON WITH	. 8	SHARED DISPOSITIVE POWER	
		106,434	
9		AMOUNT BENEFICIALLY OWNED BY EACH REPORT	RTING PERSON
	106,434		
10		IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUD	ES "
	CERTAIN SHA		
11		CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.92%		
12		ORTING PERSON	
	PN		

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1		ORTING PERSONS ATION NO. OF ABOVE PERSONS (ENTITIES ONL)	Y)
2	HealthCor, L.P CHECK THE APP	PROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) "
3	SEC USE ONLY		
4	CITIZENSHIP OR	R PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF	5 SO	LE VOTING POWER	
SHARES	0		
BENEFICIALL	/	ARED VOTING POWER	
OWNED BY		6,434	
EACH	_	LE DISPOSITIVE POWER	
REPORTING	0	A DEED DAGDOGATIVE DOWNER	
PERSON WITH		ARED DISPOSITIVE POWER	
	106	6,434	TING DED GOV
9		MOUNT BENEFICIALLY OWNED BY EACH REPOR	CTING PERSON
10	106,434	THE ACCRECATE AMOUNT BY DOWN (A) EVOLUDI	FG "
10		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDI	<b>2</b> S
1.1	CERTAIN SHARE		
11		ASS REPRESENTED BY AMOUNT IN ROW (9)	
10	0.92%	TING DED CON	
12	TYPE OF REPORT	TING PERSON	
	M		

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL	Y)
2	Arthur Cohen CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) "
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF	5 SOLE VOTING POWER	
SHARES	0	
BENEFICIALL	v <sup>6</sup> SHARED VOTING POWER	
OWNED BY	377,544	
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	0	
PERSON WITH	8 SHARED DISPOSITIVE POWER	
	377,544	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPO	RTING PERSON
	377,544	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUD	ES "
	CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	3.25%	
12	TYPE OF REPORTING PERSON	
	IN	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
2	Joseph Healey CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) "		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER		
	0		
	v <sup>6</sup> SHARED VOTING POWER		
	377,544		
	7 SOLE DISPOSITIVE POWER		
	0		
	H 8 SHARED DISPOSITIVE POWER		
	377,544	PEDGON	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	377,544		
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  " CERTAIN SHARES		
	CERTAIN SHARES  PERCENT OF CLASS REPRESENTED BY AMOUNT IN POW (0)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
12	3.25%		
12	TYPE OF REPORTING PERSON		
	IN		

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Item 1 (a). NAME OF ISSUER:

CORVEL CORP.

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2010 Main Street, Suite 600, Irvine, CA 92614

Item NAME OF PERSON FILING:

2 (a), (b), (c).

(i) HealthCor Management, L.P., a Delaware limited partnership;

Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York,

New York 10019;

(ii) HealthCor Associates, LLC, a Delaware limited liability company,

Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York,

New York 10019;

(iii) HealthCor Offshore, Ltd., a Cayman Islands limited company,

Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York,

New York 10019;

(iv) HealthCor Offshore Master Fund, L.P., a Cayman Islands limited

partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd

Floor, New York, New York 10019;

(v) HealthCor Offshore GP, LLC, a Delaware limited liability

company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor,

New York, New York 10019;

(vi) HealthCor Hybrid Offshore, Ltd., a Cayman Islands limited

company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor,

New York, New York 10019;

(vii) HealthCor Hybrid Offshore Master Fund, L.P., a Cayman Islands

limited partnership, Carnegie Hall Tower, 152 West 57th Street,

43rd Floor, New York, New York 10019;

(viii) HealthCor Hybrid Offshore GP, LLC, a Delaware limited liability

company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor,

New York, New York 10019;

(ix) HealthCor Group, LLC, a Delaware limited liability company,

Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York,

New York 10019;

(x)	HealthCor Capital, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;
(xi)	HealthCor, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

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(xii) Joseph Healey; Carnegie Hall Tower, 152 West 57th Street, 43rd

Floor, New York, New York 10019; and

(xiii) Arthur Cohen, 12 South Main Street, #203 Norwalk, Ct 06854.

Both Mr. Healey and Mr. Cohen are United States citizens.

The persons at (i) through (xiii) above are collectively referred to herein as the "Reporting Persons".

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$.0001 (the "Common Stock")

Item 2(e). CUSIP NUMBER:

221006109

- Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:
  - (a) Broker or dealer registered under Section 15 of the Act,
  - (b) "Bank as defined in Section 3(a)(6) of the Act,
  - (c) "Insurance Company as defined in Section 3(a)(19) of the Act,
  - (d) "Investment Company registered under Section 8 of the Investment Company Act of 1940,
  - (e) "Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,
  - (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
  - (g) "Parent Holding Company or control person in accordance with Rule 13d-1(b)(ii)(G),
  - (h) "Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
  - (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
  - (i) "Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box: x

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#### Item 4. OWNERSHIP.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Collectively, HealthCor, L.P., HealthCor Offshore Master Fund, L.P. and HealthCor Hybrid Offshore Master Fund, L.P. (each a "Fund" and together, the "Funds") are the beneficial owners of a total of 377,544 shares of the Common Stock of the Issuer. By virtue of their position as feeder funds, HealthCor Offshore, Ltd. and HealthCor Hybrid Offshore, Ltd. may be deemed beneficial owners of the shares of Common Stock owned by HealthCor Offshore Master Fund, L.P., and HealthCor Hybrid Offshore Master Fund, L.P., respectively.

HealthCor Offshore GP, LLC is the general partner of HealthCor Offshore Master Fund, L.P. Accordingly, HealthCor Offshore GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P.

HealthCor Hybrid Offshore GP, LLC is the general partner of HealthCor Hybrid Offshore Master Fund, L.P. Accordingly, HealthCor Hybrid Offshore GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Hybrid Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P.

By virtue of its position as the investment manager of the Funds, HealthCor Management, L.P. may be deemed a beneficial owner of all the shares of Common Stock owned by the Funds. HealthCor Associates, LLC is the general partner of HealthCor Management, L.P. and thus may also be deemed to beneficially own the shares of Common Stock that are beneficially owned by the Funds.

HealthCor Group LLC is the general partner of HealthCor Capital, L.P., which is in turn the general partner of HealthCor, L.P. Accordingly, each of HealthCor Capital L.P. and HealthCor Group, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor, L.P.

As the Managers of HealthCor Associates, LLC, Arthur Cohen and Joseph Healey exercise both voting and investment power with respect to the shares of Common Stock reported herein, and therefore each may be deemed a beneficial

owner of such Common Stock.

Each of the Reporting Persons hereby disclaims any beneficial ownership of any such Shares in excess of their actual pecuniary interest therein.

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#### Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [x].

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Acquisition Statement, dated as of February 9, 2011.

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#### **SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 9, 2011

HEALTHCOR MANAGEMENT, L.P., for itself and as manager on behalf of (i) HEALTHCOR OFFSHORE, LTD. and (ii) HEALTHCOR HYBRID OFFSHORE, LTD.

By: HealthCor Associates, LLC, its general partner

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

HEALTHCOR CAPITAL, L.P., for itself and as general partner on behalf of HEALTHCOR L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

HEALTHCOR OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

HEALTHCOR HYBRID OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR HYBRID OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

13G/A

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#### HEALTHCOR ASSOCIATES, LLC

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

HEALTHCOR GROUP, LLC

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

JOSEPH HEALEY, Individually

/s/ Joseph Healey

ARTHUR COHEN, Individually

/s/ Arthur Cohen

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#### EXHIBIT 1

#### JOINT ACQUISITION STATEMENT

#### PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 9, 2011

HEALTHCOR MANAGEMENT, L.P., for itself and as manager on behalf of (i) HEALTHCOR OFFSHORE, LTD. and (ii) HEALTHCOR HYBRID OFFSHORE, LTD.

By: HealthCor Associates, LLC, its general partner

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

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HEALTHCOR OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin Name: John H. Coghlin

Title: General Counsel

HEALTHCOR HYBRID OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR HYBRID OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

13G/A

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#### HEALTHCOR ASSOCIATES, LLC

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

HEALTHCOR GROUP, LLC

By: /s/ John H. Coghlin Name: John H. Coghlin Title: General Counsel

JOSEPH HEALEY, Individually

/s/ Joseph Healey

ARTHUR COHEN, Individually

/s/ Arthur Cohen