HealthCor Partners LP Form 4 April 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HealthCor Management, L.P.

2. Issuer Name and Ticker or Trading

Symbol

CareView Communications Inc

[CRVW.OB]

3. Date of Earliest Transaction

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

152 W. 57TH STREET, 43RD

(First)

FLOOR

Security

(Instr. 3)

Derivative

Conversion

(Last)

03/31/2017

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

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10019

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year) Execution Date, if

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Expiration Date

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

TransactionDerivative

6. Date Exercisable and 1. Title of 3. Transaction Date 3A. Deemed 5. Number of

7. Title and Amount

Underlying Securitie

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) of Disposed of (D (Instr. 3, 4, and 5)	r)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amour Numbe Shares	
Senior Secured Convertible Note due 2021 (PIK Interest) (1)	\$ 1.25	03/31/2017		A	\$ 461,575	<u>(2)</u>	04/20/2021	Common Stock	369,2	
Senior Secured Convertible Note due 2021 (PIK Interest) (1)	\$ 1.25	03/31/2017		A	\$ 529,354	(2)	04/20/2021	Common Stock	423,4	
Senior Secured Convertible Note due 2022 (PIK Interest) (1)	\$ 1.25	03/31/2017		A	\$ 116,565	<u>(2)</u>	01/30/2022	Common Stock	93,2	
Senior Secured Convertible Note due 2022 (PIK Interest) (1)	\$ 1.25	03/31/2017		A	\$ 133,682	<u>(2)</u>	01/30/2022	Common Stock	106,9	
Senior Secured Convertible Note due 2024 (PIK Interest) (1)	\$ 0.4	03/31/2017		A	\$ 104,723	<u>(2)</u>	01/15/2024	Common Stock	261,8	
Senior Secured Convertible Note due 2024 (PIK Interest) (1)	\$ 0.4	03/31/2017		A	\$ 120,101	(2)	01/15/2024	Common Stock	300,2	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Plante / Plantess	Director	10% Owner	Officer	Other		
HealthCor Management, L.P. 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				
HealthCor Associates, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				
HealthCor Hybrid Offshore Master Fund, L.P. 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				
HealthCor Hybrid Offshore GP, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				
HealthCor Group, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				
HealthCor Partners Management LP 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				
HealthCor Partners Management GP, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				
HealthCor Partners Fund LP 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				
HealthCor Partners LP 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X				

Signatures

HealthCor Management, L.P., By: HealthCor Associates, LLC, its general partner, By: /s/					
Anabelle P. Gray, General Counsel					
**Signature of Reporting Person	Date				
HealthCor Hybrid Offshore GP, LLC for itself and as general partner on behalf of HealthCor					
Hybrid Offshore Master Fund, L.P., By: HealthCor Group, LLC, its general partner, By: /s/ Anabelle P. Gray, General Counsel					
**Signature of Reporting Person	Date				
HealthCor Associates, LLC, By: /s/ Anabelle P. Gray, General Counsel	04/03/2017				
**Signature of Reporting Person	Date				

Reporting Owners 3

HealthCor Group, LLC, By: /s/ Anabelle P. Gray, General Counsel

04/03/2017

**Signature of Reporting Person

Date

HealthCor Partners Management, L.P., By: HealthCor Partners Management GP, LLC, its general partner, By: /s/ Anabelle P. Gray, General Counsel

04/03/2017

**Signature of Reporting Person

Date

HealthCor Partners Management GP, LLC, By: /s/ Anabelle P. Gray, General Counsel

04/03/2017

**Signature of Reporting Person

Date

HealthCor Partners L.P., for itself, and as general partner on behalf of Healthcor Partners Fund, L.P., By: HealthCor Partners GP, LLC, its general partner, By: /s/ Anabelle P. Gray, General Counsel

04/03/2017

**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).
 - On March 31, 2017 the Notes held by HCP Fund and Hybrid Fund accrued interest which is payable in kind ("PIK Interest") in the form of additional principal. The PIK Interest accrual reported herein represents the equivalent of 724,319 shares of Common Stock for HCP
- (1) Fund (as defined below) and 830,681 shares of Common Stock for Hybrid Fund (as defined below) at the applicable conversion prices. Excludes PIK interest on notes issued to certain reporting persons and other investors on February 17, 2015, reporting of which is exempt pursuant to Rule 16a-9.
- (2) Immediately exercisable.
 - HealthCor Partners Fund, L.P. ("HCP Fund") is a private investment partnership which is the direct beneficial owner of the securities reported herein. HealthCor Partners L.P. serves as its general partner and HealthCor Partners GP, LLC ("HCPGP") serves as the general partner of HealthCor Partners L.P. HealthCor Partners Management, L.P. serves as the investment manager to HCP Fund and HealthCor
- Partners Management GP, LLC ("HCPMGP") serves as the general partner to HealthCor Partners Management, L.P. Jeffrey C. Lightcap, Arthur Cohen and Joseph Healey are managing members of HCPMGP and HCPGP. Each person disclaims beneficial ownership of any securities that exceed their pecuniary interest in the securities held by these entities. Mr. Lightcap was appointed a director of the issuer in connection with the initial investment.
 - HealthCor Hybrid Offshore Master Fund, L.P. ("Hybrid Fund") is a private investment partnership which is the direct beneficial owner of the securities reported herein. HealthCor Hybrid Offshore GP, LLC ("Offshore GP") serves as its general partner and HealthCor
- Group, LLC ("Group") serves as the general partner of Offshore GP. HealthCor Management, L.P. serves as the investment manager to Hybrid Fund and HealthCor Associates, LLC ("Associates") serves as the general partner to HealthCor Management, L.P. Arthur Cohen and Joseph Healey are managing members of Associates and Group. Each reporting person disclaims beneficial ownership of any securities that exceed their pecuniary interest in the securities held by these entities.

Remarks:

HealthCor Management, L.P. is the designated filer on behalf of the reporting persons listed on Exhibit 99.1, attached hereto.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 4