Edgar Filing: HealthCor Management, L.P. - Form 4

HealthCor Management, L.P. Form 4 January 03, 2019 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HealthCor Management, L.P. Issuer Symbol **CareView Communications Inc** (Check all applicable) [CRVW.OB] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 152 W. 57TH STREET, 43RD 12/31/2018 FLOOR, (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting NEW YORK, NY 10019 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) Ownership (Instr. 4) Following (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.

> 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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie

3235-0287

2005

0.5

NEW YORK, NY 10019

152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	Х	Х
Lightcap Jeffrey C 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	Х
Cohen Arthur Bruce 12 SOUTH MAIN STREET SUITE #203 NORWALK, CT 06854	X	Х
Healey Joseph Patrick 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	Х

Signatures

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

Director

Х

**Signature of Reporting Person

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(112011111224)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Senior Secured Convertible Note due 2024 (PIK Interest) (1)	\$ 0.4	12/31/2018		А	\$ 129,894	<u>(2)</u>	01/15/2024	Common Stock
Senior Secured Convertible Note due 2024 (PIK Interest) (1)	\$ 0.4	12/31/2018		A	\$ 148,968	<u>(2)</u>	01/15/2024	Common Stock

Relationships

Х

10% Owner Officer Other

Reporting Owners

Security

or Exercise

 	•••••	

HealthCor Management, L.P.

HealthCor Partners GP_LLC

Reporting Owner Name / Address

152 W. 57TH STREET, 43RD FLOOR

any

Code

Securities

(Month/Day/Year)

(Instr. 3 and 4)

Amour

Number Shares

324,7

372,4

HealthCor Partners GP, LLC, By: /s/ Anabelle P. Gray, General Counsel	01/03/2019		
**Signature of Reporting Person	Date		
/s/ Anabelle P. Gray as attorney-in-fact for Jeffrey C. Lightcap	01/03/2019		
**Signature of Reporting Person	Date		
/s/ Anabelle P. Gray as attorney-in-fact for Arthur Cohen			
**Signature of Reporting Person	Date		
/s/ Anabelle P. Gray as attorney-in-fact for Joseph Healey			
**Signature of Reporting Person	Date		
<u>**</u> Signature of Reporting Person /s/ Anabelle P. Gray as attorney-in-fact for Joseph Healey	01/03/2019		

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 December 31, 2018 the 2014 Notes held by HCP Fund and Hybrid Fund accrued interest which is payable in kind ("PIK Interest") in the form of additional principal. Excludes PIK interest on notes issued to certain reporting persons and other investors on February 17,
- 2015, February 23, 2018, and July 13, 2018, 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

(3) 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

(4) 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.