HealthCor Management, L.P. Form 4

April 02, 2019

## FORM 4

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

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)

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person \*

HealthCor Management, L.P.

(First) (Middle)

55 HUDSON YARDS, 28TH

FLOOR,

(Street)

(State)

NEW YORK, NY 10001

2. Issuer Name and Ticker or Trading

Symbol

CareView Communications Inc [CRVW.OB]

3. Date of Earliest Transaction

(Month/Day/Year)

03/31/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

X\_ Director Officer (give title below)

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

3.

4. Securities TransactionAcquired (A) or Code (Instr. 8)

Code V Amount (D) Price

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

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 Derivative Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

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 (I (Instr. 3, 4, and 5)	or O)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amour Numbe Shares	
Senior Secured Convertible Note due 2024 (PIK Interest) (1)	\$ 0.4	03/31/2019		A	\$ 112,415	(2)	01/15/2024	Common Stock	281,0	
Senior Secured Convertible Note due 2024 (PIK Interest) (1)	\$ 0.4	03/31/2019		A	\$ 128,922	<u>(2)</u>	01/15/2024	Common Stock	322,3	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
and the second of the second o	Director	10% Owner	Officer	Other		
HealthCor Management, L.P. 55 HUDSON YARDS, 28TH FLOOR NEW YORK, NY 10001	X	X				
HealthCor Partners GP, LLC 1325 AVENUE OF AMERICAS, 28TH FLOOR NEW YORK, NY 10019	X	X				
Lightcap Jeffrey C 1325 AVENUE OF AMERICAS, 28TH FLOOR NEW YORK, NY 10019	X	X				
Cohen Arthur Bruce 12 SOUTH MAIN STREET SUITE #203 NORWALK, CT 06854	X	X				
Healey Joseph Patrick 55 HUDSON YARDS, 28TH FLOOR NEW YORK, NY 10001	X	X				

## **Signatures**

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

04/02/2019

\*\*Signature of Reporting Person

Date

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HealthCor Partners GP, LLC, By: /s/ Anabelle P. Gray, General Counsel				
**Signature of Reporting Person	Date			
/s/ Anabelle P. Gray as attorney-in-fact for Jeffrey C. Lightcap				
**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			

### **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, 2019, 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
- 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.

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