

GALLOWAY BRUCE
Form 3
February 06, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GALLOWAY BRUCE		(Month/Day/Year)	UNITED AMERICAN HEALTHCARE CORP [UAHC]	
(Last)	(First)	(Middle)	11/07/2008	
C/O GALLOWAY CAPITAL MANAGEMENT LLC,Â 720 FIFTH AVENUE 10TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK,Â NYÂ 10019			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
common stock	223,187	D ⁽¹⁾	Â
common stock	462,798	I	see footnote ⁽²⁾

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
stock option (right to buy)	Â (3)	05/07/2012	common stock	25,000	\$ 1.43	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLOWAY BRUCE C/O GALLOWAY CAPITAL MANAGEMENT LLC 720 FIFTH AVENUE 10TH FLOOR NEW YORK, NY 10019	Â X	Â	Â	Â

Signatures

/s/ Bruce Galloway
Date: 02/06/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Bruce Galloway, individually and through entities wholly-owned or managed by Mr. Galloway and through trusts that he controls for the benefit of his two minor children. Mr. Galloway may be deemed to beneficially own an additional 462,798 common shares that, by virtue of his ownership interest in Galloway Capital Management LLC, the general partner of Strategic Turnaround Equity Partners, L.P. (Cayman), are held of record by Strategic Turnaround Equity Partners, L.P. (Cayman). Mr. Galloway disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- Strategic Turnaround Equity Partners, L.P. (Cayman) ("STEP") is deemed to be the direct beneficial owner. Galloway Capital Management LLC is the general partner of STEP and is deemed to be the indirect beneficial owner. Bruce R. Galloway and Gary L. Herman are the Managing Members of Galloway Capital Management LLC and are deemed to be indirect beneficial owners. Mr. Galloway and Mr. Herman share voting and dispositive power of the shares. Each of Galloway Capital Management LLC, Mr. Galloway and Mr. Herman disclaims beneficial ownership of the shares beneficially owned by STEP (except for the indirect interest of Galloway Capital Management LLC by virtue of being the general partner of STEP, the indirect interests of Mr. Galloway and Mr. Herman by virtue of being members of Galloway Capital Management LLC, and the indirect interests of Mr. Galloway and Mr. Herman by virtue of being limited partners of STEP.
- (2) Galloway and Mr. Herman share voting and dispositive power of the shares. Each of Galloway Capital Management LLC, Mr. Galloway and Mr. Herman disclaims beneficial ownership of the shares beneficially owned by STEP (except for the indirect interest of Galloway Capital Management LLC by virtue of being the general partner of STEP, the indirect interests of Mr. Galloway and Mr. Herman by virtue of being members of Galloway Capital Management LLC, and the indirect interests of Mr. Galloway and Mr. Herman by virtue of being limited partners of STEP.
- (3) The stock options vest in equal quarterly installments beginning on May 7, 2009.

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.