

CareView Communications Inc
Form SC 13D/A
October 02, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 4)

CareView Communications, Inc.

(Name of Issuer)

Common Stock, \$.001 Par Value Per Share

(Title Class of Securities)

141743104

(CUSIP Number)

HealthCor Management, L.P.

Carnegie Hall Tower

152 West 57th Street, 47th Floor

Edgar Filing: CareView Communications Inc - Form SC 13D/A

New York, New York 10019

Attention: Mr. John H. Coghlin

(212) 622-7871

With a Copy to:

Eugene McDermott

Edwards Wildman Palmer LLP

2800 Financial Plaza

Providence, RI 02903

(401) 276-6471

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

September 30, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

CUSIP NO. 141743104 13D Page 2 of 19

(1) 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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP NO. 141743104 13D Page 3 of 19

(1) NAME OF REPORTING PERSON

HealthCor Management, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

£

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

OWNED BY 18,822,115

EACH (9) SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH (10) SHARED DISPOSITIVE POWER

18,822,115

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,822,115

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.5%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 4 of 19

(1) NAME OF REPORTING PERSON

HealthCor Associates, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

£

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

OWNED BY 18,822,115

EACH (9) SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH (10) SHARED DISPOSITIVE POWER

18,822,115

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,822,115

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.5%

(14) TYPE OF REPORTING PERSON

OO- limited liability company

CUSIP NO. 141743104 13D Page 5 of 19

(1) NAME OF REPORTING PERSON

HealthCor Hybrid Offshore Master Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

£

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF (7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

OWNED BY 18,822,115

EACH (9) SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH (10) SHARED DISPOSITIVE POWER

18,822,115

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,822,115

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES £

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.5%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 6 of 19

(1) NAME OF REPORTING PERSON

HealthCor Hybrid Offshore GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

OWNED BY 18,822,115

EACH (9) SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH (10) SHARED DISPOSITIVE POWER

18,822,115

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,822,115

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.5%

(14) TYPE OF REPORTING PERSON

OO- limited liability company

CUSIP NO. 141743104 13D Page 7 of 19

(1) NAME OF REPORTING PERSON

HealthCor Group, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

OWNED BY 18,822,115

EACH (9) SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH (10) SHARED DISPOSITIVE POWER

18,822,115

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,822,115

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.5%

(14) TYPE OF REPORTING PERSON

OO- limited liability company

CUSIP NO. 141743104 13D Page 8 of 19

(1) NAME OF REPORTING PERSON

HealthCor Partners Management, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

OWNED BY 16,412,096

EACH (9) SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH (10) SHARED DISPOSITIVE POWER

16,412,096

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,412,096

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.1%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13DPage 9 of 19

(1)NAME OF REPORTING PERSON

HealthCor Partners Management GP, LLC

(2)CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3)SEC USE ONLY

(4)SOURCE OF FUNDS

AF

(5)CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6)CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

OWNED BY 16,412,096

EACH (9) SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH (10) SHARED DISPOSITIVE POWER

16,412,096

(11)AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,412,096

(12)CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13)PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.1%

(14)TYPE OF REPORTING PERSON

OO- limited liability company

CUSIP NO. 141743104 13D Page 10 of 19

(1) NAME OF REPORTING PERSON

HealthCor Partners Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

OWNED BY 16,412,096

EACH (9) SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH (10) SHARED DISPOSITIVE POWER

16,412,096

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,412,096

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.1%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 11 of 19

- (1) NAME OF REPORTING PERSON
HealthCor Partners L.P.
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) £
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) £
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- NUMBER OF (7) SOLE VOTING POWER
SHARES 0
- BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 16,412,096
- EACH (9) SOLE DISPOSITIVE POWER
REPORTING 0
- PERSON WITH (10) SHARED DISPOSITIVE POWER
16,412,096
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,412,096
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
£
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.1%
- (14) TYPE OF REPORTING PERSON
PN

CUSIP NO. 141743104 13D Page 12 of 19

- (1) NAME OF REPORTING PERSON
HealthCor Partners GP, LLC
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) £
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)
 £
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- NUMBER OF (7) SOLE VOTING POWER
SHARES 0
- BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 16,412,096
- EACH (9) SOLE DISPOSITIVE POWER
REPORTING 0
- PERSON WITH (10) SHARED DISPOSITIVE POWER
16,412,096
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,412,096
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 £
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.1%
- (14) TYPE OF REPORTING PERSON
OO- limited liability company

CUSIP NO. 141743104 13DPage 13 of 19

- (1) NAME OF REPORTING PERSON
Jeffrey C. Lightcap
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) £
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
 £
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- NUMBER OF (7) SOLE VOTING POWER
SHARES 0
- BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 16,412,096
- EACH (9) SOLE DISPOSITIVE POWER
REPORTING 0
- PERSON WITH (10) SHARED DISPOSITIVE POWER
16,412,096
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,412,096
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 £
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.1%
- (14) TYPE OF REPORTING PERSON
IN

CUSIP NO. 141743104 13D Page 14 of 19

- (1) NAME OF REPORTING PERSON
Arthur Cohen
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) £
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
 £
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- NUMBER OF (7) SOLE VOTING POWER
SHARES 0
- BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 35,234,211
- EACH (9) SOLE DISPOSITIVE POWER
REPORTING 0
- PERSON WITH (10) SHARED DISPOSITIVE POWER
35,234,211
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
35,234,211
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 £
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
21.1%
- (14) TYPE OF REPORTING PERSON
IN

CUSIP NO. 141743104 13D Page 15 of 19

- (1) NAME OF REPORTING PERSON
Joseph Healey
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) x
(b) £
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)
£
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- NUMBER OF (7) SOLE VOTING POWER
SHARES 0
- BENEFICIALLY (8) SHARED VOTING POWER
OWNED BY 35,234,211
- EACH (9) SOLE DISPOSITIVE POWER
REPORTING 0
- PERSON WITH (10) SHARED DISPOSITIVE POWER
35,234,211
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
35,234,211
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
£
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
21.1%
- (14) TYPE OF REPORTING PERSON
IN

CUSIP NO. 141743104 13DPage 16 of 19

This Amendment No. 4 to Schedule 13D (the "Amendment") amends and supplements the beneficial ownership statement on Schedule 13D originally filed with the Securities and Exchange Commission on May 2, 2011, as amended by Amendment No. 1 filed October 3, 2011, Amendment No. 2 filed January 3, 2012 and Amendment No. 3 filed February 2, 2012 (collectively, the "Original Statement"). The persons filing this Amendment are HealthCor Management, L.P., HealthCor Associates, LLC, HealthCor Hybrid Offshore Master Fund, L.P., HealthCor Hybrid Offshore GP, LLC, HealthCor Group, LLC, HealthCor Partners Management, L.P., HealthCor Partners Management GP, LLC, HealthCor Partners Fund, L.P., HealthCor Partners, L.P., HealthCor Partners GP, LLC, Jeffrey C. Lightcap, Joseph Healey and Arthur Cohen. The Original Statement, as amended by this Amendment (the "Statement"), relates to the shares of Common Stock of CareView Communications, Inc., par value \$0.001 (the "Common Stock").

Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Original Statement. This Amendment amends the Original Statement as specifically set forth herein. Except as set forth below, all previous Items in the Original Statement remain unchanged.

The Amendment is being filed for the purpose of reflecting the interest payments paid in kind on the 2011 Notes and the 2012 Notes on each of March 31, 2012, June 30, 2012, and September 30, 2012, which collectively represent the acquisition by the Reporting Persons of beneficial ownership of more than 1% of the outstanding Common Stock.