

Fox Michael J
Form 4
April 26, 2018

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
Fox Michael J

2. Issuer Name and Ticker or Trading Symbol
REGIONAL HEALTH PROPERTIES, INC [RHE]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2018

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

C/O PARK CITY CAPITAL, LLC, 100 CRESCENT COURT, SUITE 700

(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
 Form filed by More than One Reporting Person

DALLAS, TX 75201

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/24/2018		A		125,166 <u>(1)</u> <u>(2)</u>	A	\$ 0
Common Stock					750,000 <u>(3)</u> <u>(4)</u>	I	

By Park City Capital, LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fox Michael J C/O PARK CITY CAPITAL, LLC 100 CRESCENT COURT, SUITE 700 DALLAS, TX 75201		X		
Park City Capital, LLC 100 CRESCENT COURT, SUITE 700 DALLAS, TX 75201		X		

Signatures

/s/ Michael J. Fox	04/26/2018
__Signature of Reporting Person	Date
PARK CITY CAPITAL, LLC /s/ Michael J. Fox, Manager	04/26/2018
__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).
- (1) Restricted stock granted pursuant to the 2011 Stock Incentive Plan and in respect of 2018 compensation.
- (2) The shares of restricted stock will vest over a three-year period on the following schedule: (1) 41,722 shares on January 1, 2019; (2) 41,722 shares on January 1, 2020; and (3) 41,722 shares on January 1, 2021.
- (3)

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As the managing member of Park City Capital, LLC, Mr. Fox may be deemed to have beneficial ownership of the shares held by Park City Capital Offshore Master, Ltd. and Park City Special Opportunity Fund, LP, with respect to which Park City Capital, LLC, the investment manager to the funds, may be deemed to have beneficial ownership.

(4) Does not include warrants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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