

LHC Group, Inc
Form 4
November 17, 2015

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 *
Coliseum Capital Management, LLC

(Last) (First) (Middle)

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LHC Group, Inc [LHCG]

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/15/2015		M		1,168 (1) (2) (3) A \$ 0 (1) 1,342,017	I	See Footnotes (4) (5)
Common Stock	11/15/2015		D		1,168 (1) (2) (3) D \$ 46.17 (1) 1,340,849	I	See Footnotes (4) (5)
Common Stock	11/16/2015		S		16,017 D \$ 45.58 (6) 1,324,832	I	See Footnotes (4) (5)
Common Stock	11/17/2015		S		40,000 D \$ 45.44 1,284,832	I	See Footnotes

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(7)

(4) (5) (8)

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

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(9-02)

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 (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. Amount or Number of Shares
Phantom Stock	<u>(1)</u>	11/15/2015		M	1,168 <u>(1)</u>	11/15/2015 11/15/2015	Common Stock	1,168

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X
Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	X
Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	X
COLISEUM CAPITAL PARTNERS, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR,	X

STAMFORD, CT 06902

Coliseum Capital Partners II, L.P.
 METRO CENTER
 1 STATION PLACE, 7TH FLOOR, X
 STAMFORD, CT 06902

Gray Adam
 METRO CENTER
 1 STATION PLACE, 7TH FLOOR, X
 STAMFORD, CT 06902

Signatures

Coliseum Capital Management, LLC, By: /s/ Chivonne Cassar, 11/17/2015
 Attorney-in-fact

__Signature of Reporting Person Date

Christopher Shackelton, By: /s/ Chivonne Cassar, Attorney-in-fact 11/17/2015

__Signature of Reporting Person Date

Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact 11/17/2015

__Signature of Reporting Person Date

Coliseum Capital Partners, L.P., By: /s/ Chivonne Cassar, Attorney-in-fact 11/17/2015

__Signature of Reporting Person Date

Coliseum Capital Partners II, L.P., By: /s/ Chivonne Cassar, 11/17/2015
 Attorney-in-fact

__Signature of Reporting Person Date

Adam Gray, By: /s/ Chivonne Cassar, Attorney-in-fact 11/17/2015

__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).

Relates to cash settlement of phantom stock, each share of which is the economic equivalent of one share of the Issuer's common stock (the "Common Stock"). The cash settlement of 1,168 shares of phantom stock is reported for purposes of Form 4 as the disposition of the phantom stock and a simultaneous acquisition and disposition of the underlying Common Stock. The phantom stock is entitled to a cash payment equal to the fair market value of one share of the Common Stock as of the payment date, which was \$46.17 based on the closing price of the Common Stock on November 13, 2015, the most recent trading day immediately preceding the payment date.

(1) The phantom stock was received by Christopher Shackelton ("Shackelton") in connection with his service as a member of the board of directors of the Issuer. Shackelton has agreed that all equity awards he receives for serving as a director of the Issuer shall be issued to Coliseum Capital Partners, L.P. ("CCP"), an investment limited partnership of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser.

Shackelton and Adam Gray ("Gray") are managers of and have an ownership interest in each of CCM and CC and may be deemed to have an indirect pecuniary interest in the phantom stock held by CCP due to CC's right to receive performance-related fees from CCP.

(2) Coliseum Capital Partners II, L.P. ("CCP2" and, together with CCP, the "Funds") is an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser. Each of Shackelton, Gray, CCP, CCP2, CC and CCM disclaims beneficial ownership of the phantom stock except to the extent of that person's pecuniary interest therein.

(3) These securities are held directly by (a) CCP, (b) CCP2 and (c) a separate account investment advisory client of CCM (the "Separate Account").

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- (5) Shackelton and Gray are managers of and have an ownership interest in each of CCM and CC and may be deemed to have an indirect pecuniary interest in the shares held by the Funds and the Separate Account due to CCM's right to receive performance-related fees from the Separate Account and CC's right to receive performance-related fees from the Funds. Each of Shackelton, Gray, CCP, CCP2, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.50 to \$45.82, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.25 to \$46.12, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) Following the transactions reported herein, the Separate Account directly owned 437,184 shares of Common Stock, CCP directly owned 630,919 shares of Common Stock and CCP2 directly owned 216,729 shares of Common Stock.

Remarks:

Shackelton is a director of the Issuer. As a result, the following persons may be deemed directors by deputization of the Issuer.

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.