

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

Form SC 13D/A

December 16, 2013

SECURITIES  
AND  
EXCHANGE  
COMMISSION

Washington, D.C.  
20549

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SCHEDULE  
13D/A

INFORMATION  
TO BE  
INCLUDED IN  
STATEMENTS  
FILED  
PURSUANT  
TO RULE  
13d-1(a) AND  
AMENDMENTS  
THERE TO  
FILED  
PURSUANT TO  
RULE 13d-2(a)

Under the  
Securities  
Exchange Act of  
1934  
(Amendment No.  
6)

Allscripts  
Healthcare  
Solutions, Inc.  
(Name of Issuer)

Common Stock,  
par value \$0.01  
per share  
(Title of Class of  
Securities)

01988P108

(CUSIP Number)

Marc Weingarten,  
Esq.  
Schulte Roth &  
Zabel LLP  
919 Third Avenue  
New York, New  
York 10022  
(212) 756-2000  
(Name, Address  
and Telephone  
Number of Person  
Authorized to  
Receive Notices  
and  
Communications)

December 11,  
2013  
(Date of Event  
which Requires  
Filing of this  
Schedule)

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)

(Page 1 of 19 Pages)

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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).

**1** NAME OF REPORTING PERSON

HealthCor Management, L.P.

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF

**5** DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

0 SHARED VOTING POWER

**8** 10,000,000 shares of Common Stock

**9** SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE

POWER

10,000,000  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

10,000,000 shares of  
Common Stock

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

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 5.6%  
TYPE OF REPORTING  
PERSON

PN

**1** NAME OF REPORTING PERSON

HealthCor Associates, LLC

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) "

**3** A GROUP  
**4** SEC USE ONLY  
SOURCE OF FUNDS

AF  
CHECK BOX

**5** IF DISCLOSURE OF LEGAL PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

0 SHARED VOTING POWER

**8** 10,000,000 shares of Common Stock

**9** SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE

POWER

10,000,000  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

10,000,000 shares of  
Common Stock

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

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 5.6%  
TYPE OF REPORTING  
PERSON

OO

**1** NAME OF REPORTING PERSON

HealthCor Offshore  
Master Fund, L.P.

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** WC CHECK BOX IF DISCLOSURE OF LEGAL

**5** PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

0 SHARED VOTING POWER

**8** 9,745,884 shares of Common Stock

**9** SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE

POWER

9,745,884  
shares of  
Common Stock

11

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

9,745,884 shares of  
Common Stock

12

CHECK IF THE  
AGGREGATE  
AMOUNT IN

ROW (11) ..

EXCLUDES

CERTAIN

SHARES

PERCENT OF CLASS

REPRESENTED BY

13

AMOUNT IN ROW (11)  
(see Item 5)

5.5%

14

TYPE OF REPORTING  
PERSON

PN



**1** NAME OF REPORTING PERSON

HealthCor Offshore GP, LLC

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL

**5** PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

0 SHARED VOTING POWER

**8** 9,745,884 shares of Common Stock

**9** SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE

POWER

9,745,884  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

9,745,884 shares of  
Common Stock

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

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 5.5%  
TYPE OF REPORTING  
PERSON

OO

**1** NAME OF REPORTING PERSON

HealthCor Group, LLC

**2** CHECK THE APPROPRIATE  x

BOX IF A

MEMBER OF (b) "

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

AF

CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Delaware

NUMBER OF SHARES

SOLE

BENEFICIALLY **7**

VOTING

OWNED BY

POWER

EACH

0

REPORTING

SHARED

PERSON WITH

VOTING

POWER

**8**

10,000,000

shares of

Common Stock

SOLE

**9** DISPOSITIVE

POWER

**10**

0

SHARED

DISPOSITIVE

POWER

10,000,000  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

10,000,000 shares of  
Common Stock

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

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 5.6%  
TYPE OF REPORTING  
PERSON

OO

1 NAME OF REPORTING PERSON

HealthCor Long Offshore Master Fund, L.P.

2 CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

5 IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0 SHARED VOTING POWER

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

254,116 shares of Common Stock

9 SOLE DISPOSITIVE POWER

0  
SHARED  
DISPOSITIVE  
POWER

10

254,116 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

254,116 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

13

0.10%  
TYPE OF REPORTING  
PERSON

14

PN

**1** NAME OF REPORTING PERSON

HealthCor Long Master GP, LLC

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) "

**3** A GROUP SEC USE ONLY

**4** SOURCE OF FUNDS

AF CHECK BOX

**5** IF DISCLOSURE OF LEGAL

PROCEEDING IS

REQUIRED PURSUANT

TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

0

SHARED VOTING POWER

**8**

254,116 shares of Common Stock

SOLE DISPOSITIVE POWER

**9**

0

SHARED DISPOSITIVE

**10**

0

POWER

254,116 shares  
of Common  
Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**12** 254,116 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN

ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 0.10%  
TYPE OF REPORTING  
PERSON

OO



**1** NAME OF REPORTING PERSON

Arthur Cohen

**2** CHECK THE APPROPRIATE  x

BOX IF A

MEMBER OF (b) "

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

AF

CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

United States

NUMBER OF

SOLE

SHARES

VOTING

BENEFICIALLY **7**

POWER

OWNED BY

0

EACH

SHARED

REPORTING

VOTING

PERSON WITH

POWER

**8**

10,000,000

shares of

Common Stock

SOLE

DISPOSITIVE

**9**

POWER

0

**10**

SHARED

DISPOSITIVE

POWER

10,000,000  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

10,000,000 shares of  
Common Stock

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

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 5.6%  
TYPE OF REPORTING  
PERSON

IN

**1** NAME OF REPORTING PERSON

Joseph Healey

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

**5** IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

**6** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

0 SHARED VOTING POWER

**8** 10,000,000 shares of Common Stock SOLE DISPOSITIVE POWER

**9** 0 SHARED DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE POWER

10,000,000  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

10,000,000 shares of  
Common Stock

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

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 5.6%  
TYPE OF REPORTING  
PERSON

IN

This Amendment No. 6 ("Amendment No. 6") amends the statement on Schedule 13D filed by the Reporting Persons on May 16, 2012 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed by the Reporting Persons on May 22, 2012 ("Amendment No. 1"), Amendment No. 2 to the Original Schedule 13D filed by the Reporting Persons on June 1, 2012 ("Amendment No. 2"), Amendment No. 3 to the Original Schedule 13D filed by the Reporting Persons on June 22, 2012 ("Amendment No. 3"), Amendment No. 4 to the Original Schedule 13D filed by the Reporting Persons on December 21, 2012 ("Amendment No. 4") and Amendment No. 5 to the Original Schedule 13D filed by the Reporting Persons on July 26, 2013 ("Amendment No. 5" and, together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and this Amendment No. 6, the "Schedule 13D") with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of Allscripts Healthcare Solutions, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 5 have the meanings set forth in the Schedule 13D. This Amendment No. 5 amends Items 2, 3, 5 and 7 as set forth below.

## Item 2. IDENTITY AND BACKGROUND.

Paragraphs (a) and (c) of Item 2 of this Schedule 13D are hereby amended and restated in their entirety as follows:

(a) This Schedule 13D is filed on behalf of the following persons (collectively, the "Reporting Persons"):

- (i) HealthCor Management, L.P., a Delaware limited partnership ("HealthCor");
- (ii) HeathCor Associates, LLC, a Delaware limited liability company ("Associates");
- (iii) HealthCor Offshore Master Fund, L.P., a Cayman Islands limited partnership ("Offshore Fund");
- (iv) HealthCor Offshore GP, LLC, a Delaware limited liability company ("Offshore GP");
- (v) HealthCor Group, LLC, a Delaware limited liability company ("Group");
- (vi) HealthCor Long Offshore Master Fund, L.P., a Delaware limited partnership ("Long Fund" and together with Offshore Fund, the "Funds");
- (vii) HealthCor Long Master GP, LLC, a Delaware limited liability company ("Long GP");
- (viii) Mr. Arthur Cohen, a managing member of Associates; and
- (ix) Mr. Joseph Healey, a managing member of Associates.

(c) Offshore Fund is a private investment partnership. Offshore GP serves as the general partner of Offshore Fund and Group serves as the general partner of Offshore GP. Long Fund is a private investment partnership. Long GP serves as the general partner of Long Fund and Group is the general

partner of Long GP. HealthCor serves as investment manager to the Funds and Associates serves as the general partner of HealthCor. The principal occupation of each of Messrs. Cohen and Healey is portfolio manager. Each is a United States citizen.

### **Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

Item 3 is hereby amended and restated in its entirety as follows:

The 10,000,000 shares of Common Stock reported herein by the Reporting Persons were acquired at an aggregate purchase price of approximately \$110,374,385.54 (including commissions). Such shares of Common Stock were acquired with cash provided by the Funds, consisting of capital contributions from investors in the Funds and the capital appreciation thereon.

### **Item 5. INTEREST IN SECURITIES OF THE COMPANY.**

Paragraphs (a) – (c) and (e) of Item 5 are hereby amended and restated in their entirety as follows:

(a)—(b) The aggregate percentage of shares of Common Stock reported to be beneficially owned by the Reporting Persons is based upon 178,456,017 shares of Common Stock outstanding as of October 31, 2013, as reported in the Issuer's quarterly report on Form 10-Q filed on November 12, 2013. At the close of business on December 13, 2013, the Reporting Persons may be deemed to collectively beneficially own 10,000,000 shares of Common Stock, constituting approximately 5.6% of the shares of Common Stock outstanding.

(i) HealthCor:

(a) As of the date hereof, HealthCor may be deemed the beneficial owner of 10,000,000 shares of Common Stock.

Percentage: Approximately 5.6% as of the date hereof.

(b) 1. Sole power to vote or direct vote: 0

2. Shared power to vote or direct vote: 10,000,000 shares of Common Stock

3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 10,000,000 shares of Common Stock

(ii) Associates:

(a) As of the date hereof, Associates may be deemed the beneficial owner of 10,000,000 shares of Common Stock.

Percentage: Approximately 5.6% as of the date hereof.

(b) 1. Sole power to vote or direct vote: 0

2. Shared power to vote or direct vote: 10,000,000 shares of Common Stock

3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 10,000,000 shares of Common Stock

(iii) Offshore Fund:

(a) As of the date hereof, Offshore Fund may be deemed the beneficial owner of 9,745,884 shares of Common Stock.

Percentage: Approximately 5.5% as of the date hereof.

(b) 1. Sole power to vote or direct vote: 0

2. Shared power to vote or direct vote: 9,745,884 shares of Common Stock

3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 9,745,884 shares of Common Stock

(iv) Offshore GP:

- (a) As of the date hereof, Offshore GP may be deemed the beneficial owner of 9,745,884 shares of Common Stock.  
Percentage: Approximately 5.5% as of the date hereof.
- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 9,745,884 shares of Common Stock  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 9,745,884 shares of Common Stock

(v) Group:

- (a) As of the date hereof, Group may be deemed the beneficial owner of 10,000,000 shares of Common Stock.  
Percentage: Approximately 5.6% as of the date hereof.
- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 10,000,000 shares of Common Stock  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 10,000,000 shares of Common Stock

(vi) Long Fund:

- (a) As of the date hereof, Long Fund may be deemed the beneficial owner of 254,116 shares of Common Stock.  
Percentage: Approximately 0.10% as of the date hereof.
- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 254,116 shares of Common Stock  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 254,116 shares of Common Stock

(vii) Long GP:

- (a) As of the date hereof, Long GP may be deemed the beneficial owner of 254,116 shares of Common Stock.  
Percentage: Approximately 0.10% as of the date hereof.
- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 254,116 shares of Common Stock  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 254,116 shares of Common Stock

(viii) Mr. Cohen:

- (a) As of the date hereof, Mr. Cohen may be deemed the beneficial owner of 10,000,000 shares of Common Stock.  
Percentage: Approximately 5.6% as of the date hereof.
- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 10,000,000 shares of Common Stock  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 10,000,000 shares of Common Stock





(ix) Mr. Healey:

(a) As of the date hereof, Mr. Healey may be deemed the beneficial owner of 10,000,000 shares of Common Stock.

Percentage: Approximately 5.6% as of the date hereof.

(b) 1. Sole power to vote or direct vote: 0

2. Shared power to vote or direct vote: 10,000,000 shares of Common Stock

3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 10,000,000 shares of Common Stock

The Funds are the beneficial owners of the shares of Common Stock reported herein.

As the general partner of Offshore Fund, Offshore GP and its general partner, Group, may be deemed the beneficial owners of that portion of the shares of Common Stock beneficially owned by Offshore Fund. As the general partner of Long Fund, Long GP and its general partner, Group, may be deemed the beneficial owners of that portion of the shares of Common Stock beneficially owned by Long Fund.

As the investment manager of the Funds, HealthCor and its general partner, Associates, may also be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by the Funds.

As managers of Associates, Messrs. Cohen and Healey have both voting and investment power with respect to the shares of Common Stock beneficially owned by the Funds, and therefore may also be deemed to be the beneficial owners of the shares of Common Stock beneficially owned by the Funds.

(c) Information concerning transactions in shares of Common Stock effected by the Reporting Persons during the past 60 days is set forth in Exhibit A hereto and is incorporated herein by reference. All of the transactions in shares of Common Stock listed in Exhibit A hereto were effected in the open market on the NASDAQ Global Select Market through various brokerage entities.

(e) Not applicable.

**Item 7. MATERIAL TO BE FILED AS EXHIBITS.**

Item 7 of this Schedule 13D is hereby amended and supplemented by the addition of the following:

Exhibit A: Transactions in the Common Stock during the past 60 days.

Exhibit B: Joint Acquisition Statement, dated as of December 13, 2013.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 13, 2013

HEALTHCOR MANAGEMENT, L.P.

By: HealthCor Associates, LLC, its general partner

By: /s/ John H. Coghlin  
Name: John H. Coghlin  
Title: General Counsel

HEALTHCOR OFFSHORE GP, LLC, for itself and as general partner on behalf of HEALTHCOR OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin  
Name: John H. Coghlin  
Title: General Counsel

HEALTHCOR LONG MASTER GP, LLC, for itself and as general partner on behalf of HEALTHCOR LONG OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin  
Name: John H. Coghlin  
Title: General Counsel

HEALTHCOR ASSOCIATES, LLC

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

HEALTHCOR GROUP,  
LLC

By: /s/ John H. Coghlin  
Name: John H. Coghlin  
Title: General Counsel

ARTHUR COHEN,  
Individually

By: /s/ Arthur Cohen  
Name: Arthur Cohen

JOSEPH HEALEY,  
Individually

By: /s/ Joseph Healey  
Name: Joseph Healey

**EXHIBIT A****Transactions in the Common Stock During the Past 60 Days**

The following table sets forth all transactions in shares of Common Stock effected during the past 60 days by the Reporting Persons. All such transactions were effected in the open market through brokers and the price per share is net of commissions. Amounts reported in the "Price" column reflect the actual price for the shares of Common Stock were purchased or sold.

**Offshore Fund**

<u>Trade Date</u>	<u>Amount Purchased</u>	<u>Price Per Share</u>
	<u>(Sold)</u>	<u>(\$)</u>
11/7/2013	22,905	15.2396
12/11/2013	(1,022,905)	14.8803

**EXHIBIT B**

JOINT ACQUISITION STATEMENT PURSUANT TO RULE

13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: December 13, 2013

HEALTHCOR MANAGEMENT, L.P.

By: HealthCor Associates, LLC, its general partner

By: /s/ John H. Coghlin  
Name: John H. Coghlin  
Title: General Counsel

HEALTHCOR OFFSHORE GP, LLC, for itself  
and as general partner on behalf of HEALTHCOR  
OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin  
Name: John H. Coghlin  
Title: General Counsel





HEALTHCOR LONG MASTER GP, LLC, for  
itself and as general partner on behalf of  
HEALTHCOR LONG OFFSHORE MASTER  
FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin  
Name: John H. Coghlin  
Title: General Counsel

HEALTHCOR ASSOCIATES, LLC

By: /s/ John H. Coghlin  
Name: John H. Coghlin  
Title: General Counsel

HEALTHCOR GROUP, LLC

By: /s/ John H. Coghlin  
Name: John H. Coghlin  
Title: General Counsel

ARTHUR COHEN, Individually

By: /s/ Arthur Cohen  
Name: Arthur Cohen

JOSEPH HEALEY, Individually

By: /s/ Joseph Healey  
Name: Joseph Healey