

LHC Group, Inc
Form 4
March 05, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
11/15/2013

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 or Price				
Common Stock	11/15/2013		M ⁽¹⁾		1,166 ⁽¹⁾	A	\$ 0 ⁽¹⁾ 2,564,684 ⁽¹⁾	I	See Footnote (1)
Common Stock	11/15/2013		D ⁽¹⁾		1,166 ⁽¹⁾	D	\$ 20.42 ⁽¹⁾ 2,563,518 ⁽¹⁾	I	See Footnote (1)
Common Stock	03/01/2014		M ⁽¹⁾		2,700 ⁽¹⁾	A	\$ 0 ⁽¹⁾ 2,566,218 ⁽¹⁾	I	See Footnote (1)
Common Stock	03/01/2014		D ⁽¹⁾		2,700 ⁽¹⁾	D	\$ 23.56 2,563,518 ⁽¹⁾	I	See Footnote

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(1)

(1)

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

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SEC 1474
(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	
						Date Exercisable	Expiration Date			
				Code	V	(A)	(D)	Title		
Phantom Stock	(1)	11/15/2013		M(1)		1,166	(1)	11/15/2013 11/15/2013	Common Stock	1,166 (1)
Phantom Stock	(1)	03/01/2014		M(1)		2,700	(1)	03/01/2014 03/01/2014	Common Stock	2,700 (1)

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	X		
Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		

COLISEUM CAPITAL PARTNERS L P METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X
Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902		X
BLACKWELL PARTNERS LLC C/O DUMAC, LLC 280 SOUTH MANGUM STREET, SUITE 210 DURHAM, NC 27701		X
Gray Adam METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X

Signatures

/s/ Christopher Shackelton		03/05/2014
__Signature of Reporting Person		Date
Coliseum Capital Management, LLC, By: /s/ Christopher Shackelton, Manager		03/05/2014
__Signature of Reporting Person		Date
Coliseum Capital, LLC, By: Christopher Shackelton, Manager		03/05/2014
__Signature of Reporting Person		Date
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: Christopher Shackelton, Manager		03/05/2014
__Signature of Reporting Person		Date
Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: Christopher Shackelton, Manager		03/05/2014
__Signature of Reporting Person		Date
Blackwell Partners, LLC, By: Coliseum Capital Management, LLC, its Attorney-in-fact, By: Christopher Shackelton, Manager		03/05/2014
__Signature of Reporting Person		Date
/s/ Adam Gray		03/05/2014
__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) See Joint Filer Information on Exhibit 99.1 for information with respect to the nature of Coliseum Capital Management, LLC's indirect ownership and details regarding the transactions reported herein and the nature of the beneficial ownership of the reporting persons.

Remarks:

Christopher Shackelton is a director of the Issuer. As a result, Coliseum Capital, LLC, Coliseum Capital Partners, L.P., Coliseum

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Management and Adam Gray may be deemed directors by deputization of the Issuer solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

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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