

Edgar Filing: ORION HEALTHCORP INC - Form 144

ORION HEALTHCORP INC  
Form 144  
April 18, 2006

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

FORM 144  
[GRAPHIC OMITTED]  
NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933]

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a market maker or executing a sale directly with a market maker.

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1. (a) Name Of Issuer (Please type or print) (b) IRS Ident. No. (c) [omitted]  
Orion HealthCorp, Inc. 58-1597246

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1. (d) Address Of Issuer Street City State Zip  
805 Old Alabama Road Suite 350 Roswell Georgia 30076

(e) Telephone No.  
(678) 832-1800

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2. (a) Name of person for whose account the Securities are to be sold (b) IRS Ident. No. (c) Relationship to Issuer (d) Address  
Needham Emerging Growth Partners, L.P. 13-3683490 None 445 Park Avenue

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INSTRUCTION: The person filing this notice should contact the issuer to obtain the IRS Identification Number.

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3. (a) Title of the class of Securities To be sold (b) Name and address of Each Broker through whom the Securities are to be Offered or Each Market Maker Who is acquiring the Securities (c) SEC USE ONLY Broker-Dealer File Number (d) Number of Shares Or other Units To be sold (See instr.3(c))  
Class A Common Stock 1. Needham & Company, LLC 445 Park Avenue, New York, New York 10022 124,000

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(e) Number of shares Or other units outstanding (see instr.3(e)) (f) Approximate Date of sale (see instr. 3(f)) (Mo. Day. Yr.) (g) Name of Each Securities Exchange (see instr. 3(g))  
12,428,042 Beginning 4/18/06 and continuing thereafter. N/A

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INSTRUCTIONS:

1. (a) Name Of Issuer  
 (b) Issuer's I.R.S. Identification Number  
 (c) Issuer's S.E.C. file number, if any  
 (d) Issuer's address, including zip code  
 (e) Issuer's telephone number, including area code
  
2. (a) Name of person for whose account the securities are to be sold  
 (b) Such person's Social Security or I.R.S. Identification number  
 (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
 (d) Such Person's address, including zip code
  
3. (a) Title of the class of Securities to be sold  
 (b) Name and address of each broker through whom the securities are intended to be sold  
 (c) Number of shares or other units to be sold (If debt securities, give the aggregate face value)  
 (d) Aggregate market value of the securities to be sold as of a specified date within 10 days of this notice  
 (e) Number of shares or other units of the class outstanding, or if debt securities the face value as shown by the most recent report or statement published by the issuer  
 (f) Approximate date on which the securities are to be sold  
 (g) Name of each securities exchange, if any, on which the securities are intended to be sold

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities and with respect to the payment of all or any part of the purchase price or other

Title of The class	Date You Acquired	Nature of Acquisition Transaction	Name of person from whom (if gift, also give date acquired)
Series A Preferred shares	9/23/1996	Purchase	Pediatric Ventures, I
Series B Preferred	9/23/1996	Purchase	

  

Amount of Securities acquired	Date of Payment	Nature of payment
100,000 (1)	9/23/96	Cash
25,000 0 (footnote 1)	9/23/96	Cash

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INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the table or in a note thereto the nature of the consideration given. If the consideration consists of a debt obligation, or if payment was made in installments describe the arrangement and state when the note was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months. If the securities are to be sold.

Name and address of seller	Title of Securities Sold	Date Of Sale	Amount
			Zero

REMARKS:

(1) On 9/23/1996, Needham Emerging Growth Partners, LP purchased 100,000 Series A Preferred shares and 25,000 shares of Series B Preferred of Pediatric Ventures, Inc. Pediatric Ventures, Inc. became iSolutions, Inc. in 2003 and merged with Surgicare, Inc. in October 2004, in which the Series A shares converted in Class A Common stock. The company changed its name to Orion Healthcorp, Inc. in December 2005.

INSTRUCTIONS:

See the definition of "person" in Paragraph (a) of Rule 144. Information is to be given not only with respect to the securities are to be sold but also as to all other persons included in that definition. Information should be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to the account of the person filing.

ATTENTION:

The person for whose account the securities to which the notice relates are to be sold hereby represent that he does not know any material adverse information in regard to the current and prospective value of the securities to be sold which has not been publicly disclosed.

4/18/2006

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DATE OF NOTICE (SIG)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

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ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations.  
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