

LHC Group, Inc  
Form 4  
March 13, 2015

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2015  
Estimated average  
burden hours per  
response... 0.5

(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)

03/11/2015

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	03/11/2015		S		2,200	D \$ 32.55 (1)	2,321,596	I	See Footnotes (2) (3)
Common Stock	03/12/2015		S		26,100	D \$ 32.43 (4)	2,295,496	I	See Footnotes (3) (5)
Common Stock	03/13/2013		S		25,925	D \$ 32.37 (6)	2,269,571	I	See Footnotes (3) (7)

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 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
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	X		

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

X

## Signatures

Coliseum Capital Management, LLC, By: /s/ Christopher Shackelton, Manager

03/13/2015

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

/s/ Christopher Shackelton

03/13/2015

     \*\*Signature of Reporting Person

Date \_\_\_\_\_

Coliseum Capital, LLC, By: /s/ Christopher Shackelton, Manager

03/13/2015

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/  
Christopher Shackelton, Manager

03/13/2015

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/  
Christopher Shackelton, Manager

03/13/2015

     \*\*Signature of Reporting Person

Date \_\_\_\_\_

/s/ Adam Gray

03/13/2015

**\*\*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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.50 to \$32.58, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).

- (2) These securities are held directly by (a) 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, (b) Coliseum Capital Partners II, L.P. ("CCP2") and, together with CCP, the "Funds"), an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser, and (c) a separate account investment advisory client of CCM (the "Separate Account"). Following the transactions reported herein, CCP, CCP2 and the Separate Account directly owned 1,256,450, 377,502 and 687,644 shares of common stock, respectively.

Christopher Shackelton ("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 shares held by the Funds and the Separate Account due to CCM's right to receive performance-related fees the Separate Account and CC's right to receive performance-related fees from the Funds. Each of Shackelton, Gray, CCP, CCP2, the Separate Account, CC and CCM disclaim beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.35 to \$32.68, 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 (4).
- (5) These securities are held directly by(a) CCP, (b) CCP2 and (c) the Separate Account. Following the transactions reported herein, CCP, CCP2 and the Separate Account directly owned 1,240,311, 373,360 and 681,825 shares of common stock, respectively.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.35 to \$32.50, 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

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(6).

- (7) These securities are held directly by (a) CCP, (b) CCP2 and (c) the Separate Account. Following the transactions reported herein, CCP, CCP2 and the Separate Account directly owned 1,224,263, 369,250 and 676,058 shares of common stock, respectively.

### Remarks:

Christopher Shackelton is a director of the Issuer. As a result, the following persons may be deemed directors by deputization of the Issuer solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended: Coliseum Capital Management, LLC; Coliseum Capital Partners, L.P.; Coliseum Capital Partners II, L.P.; and Adam Gray.

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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