

LHC Group, Inc  
Form 424B3  
February 13, 2018  
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**Filed Pursuant to Rule 424(b)(3)  
Registration Statement No. 333-222209**

## **MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT**

Dear LHC Stockholders and Almost Family Stockholders:

The boards of directors of LHC Group, Inc. ( LHC ) and Almost Family, Inc. ( Almost Family ) have unanimously approved, and LHC and Almost Family have entered into, an Agreement and Plan of Merger, dated as of November 15, 2017 (the merger agreement ), with respect to an all-stock, merger of equals transaction (the merger ) between LHC and Almost Family. Pursuant to the terms of the merger agreement, Hammer Merger Sub, Inc., a wholly owned subsidiary of LHC and a party to the merger agreement ( Merger Sub ), will merge with and into Almost Family, with Almost Family being the surviving entity in the merger and becoming a wholly owned subsidiary of LHC. Upon completion of the merger, LHC and Almost Family, and their respective subsidiaries, will operate as a combined company under the name LHC Group, Inc.

Upon completion of the merger, holders of Almost Family common stock will be entitled to receive 0.9150 shares of LHC common stock for each share of Almost Family common stock they hold (the exchange ratio ). This exchange ratio will not be adjusted for changes in the market price of either LHC common stock or Almost Family common stock between the date of the merger agreement and completion of the merger.

Based on the estimated number of shares of LHC common stock and Almost Family common stock that will be outstanding immediately prior to the closing of the merger, upon such closing, LHC stockholders immediately prior to the effective time of the merger will own approximately 58.5% of the combined company and Almost Family stockholders immediately prior to the effective time of the merger will own approximately 41.5% of the combined company. The common stock of the combined company will be listed on the NASDAQ Global Select Market ( NASDAQ ) under LHC s current symbol, LHCG.

LHC and Almost Family will each hold a special meeting of their stockholders to consider the proposed merger. At the special meeting of LHC stockholders, LHC stockholders will be asked to vote on a proposal to approve the issuance of shares of LHC common stock to Almost Family stockholders pursuant to the merger, a proposal to adopt LHC s amended and restated certificate of incorporation (the amended and restated charter ) and a proposal to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of LHC common stock to Almost Family stockholders pursuant

to the merger. At the special meeting of Almost Family stockholders, Almost Family stockholders will be asked to vote on a proposal to adopt the merger agreement, a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Almost Family and its named executive officers and a proposal to approve any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

We cannot complete the merger unless the LHC stockholders approve the share issuance proposal and the Almost Family stockholders approve the merger agreement proposal. **Your vote is very important, regardless of the number of shares you own.** Whether or not you expect to attend the LHC special meeting or the Almost Family special meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the applicable special meeting.

The LHC board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of LHC and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The LHC board of directors unanimously recommends that LHC stockholders vote FOR the proposal to approve the issuance of shares of LHC common stock to Almost Family stockholders pursuant to the merger, FOR the proposal to adopt LHC's amended and restated charter and FOR the proposal to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of LHC common stock to Almost Family stockholders pursuant to the merger.

The Almost Family board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Almost Family and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Almost Family board of directors unanimously recommends that Almost Family stockholders vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Almost Family and its named executive officers and FOR the proposal to approve any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

**The obligations of LHC and Almost Family to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. This joint proxy statement/prospectus contains detailed information about LHC, Almost Family, the special meetings, the merger agreement and the merger. LHC and Almost Family encourage you to read this joint proxy statement/prospectus carefully and in its entirety, including the section entitled Risk Factors beginning on page 42.**

We look forward to the successful combination of LHC and Almost Family.

Sincerely,

Keith G. Myers

Sincerely,

William B. Yarmuth

Chairman of the Board, Chief Executive Officer

Chairman of the Board, Chief Executive Officer

LHC Group, Inc.

Almost Family, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger and other transactions described in this joint proxy statement/prospectus, nor have they approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated February 13, 2018 and is first being mailed to LHC and Almost Family stockholders on or about February 19, 2018.

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**LHC Group, Inc.**

**901 Hugh Wallis Road South**

**Lafayette, LA 70508**

**(337) 233-1307**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held On March 29, 2018**

To the Stockholders of LHC:

We are pleased to invite you to attend a special meeting of stockholders of LHC Group, Inc. ( LHC ) which will be held at LHC 's corporate headquarters located at 901 Hugh Wallis Road South, Lafayette, Louisiana 70508, on March 29, 2018, at 10:00 A.M., local time, for the following purposes:

to consider and vote on a proposal to approve the issuance of shares of LHC common stock to the stockholders of Almost Family, Inc. ( Almost Family ) pursuant to the merger as contemplated by the Agreement and Plan of Merger, dated as of November 15, 2017 (the merger agreement ), by and among LHC, Almost Family and Hammer Merger Sub, Inc., a wholly owned subsidiary of LHC, a copy of which is included as Annex A to this joint proxy statement/prospectus;

to consider a vote on a proposal to adopt LHC 's amended and restated certificate of incorporation (the amended and restated charter ) in connection with the closing of the merger, a copy of which is included as Annex B to this joint proxy statement/prospectus; and

to consider and vote on a proposal to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger.

LHC will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger.

**The LHC board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of LHC and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The LHC board of directors unanimously recommends that LHC stockholders vote FOR the proposal to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger, FOR the proposal to**

**adopt LHC s amended and restated charter and FOR the proposal to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger.**

The LHC board of directors has fixed the close of business on February 2, 2018 as the record date for determination of LHC stockholders entitled to receive notice of, and to vote at, the LHC special meeting or any adjournments or postponements thereof. LHC s issued and outstanding capital stock consists solely of outstanding shares of LHC common stock. Accordingly, only holders of record of LHC common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the LHC special meeting or at

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any adjournments or postponements thereof. The issuance of shares of LHC common stock requires the affirmative vote of holders of a majority of the outstanding shares of LHC common stock present in person or represented by proxy at the LHC special meeting and entitled to vote on the proposal. Adoption of LHC's amended and restated charter requires the affirmative vote of holders of a majority of the outstanding shares of LHC common stock entitled to vote on the proposal. Adjournment of the LHC special meeting requires the affirmative vote of holders of a majority of the outstanding shares of LHC common stock present in person or represented by proxy at the LHC special meeting and entitled to vote on the proposal. A list of the names of LHC stockholders of record will be available for ten days prior to the LHC special meeting for any purpose germane to the special meeting during ordinary business hours at the office of LHC's Secretary at 901 Hugh Wallis Road South, Lafayette, Louisiana 70508. The LHC stockholder list will also be available at the LHC special meeting for examination by any stockholder present at such meeting.

**Your vote is very important. Whether or not you expect to attend the LHC special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either (i) logging onto [www.voteproxy.com](http://www.voteproxy.com) and following the instructions on your proxy card; (ii) dialing 1-800-PROXIES and listening for further directions; or (iii) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the LHC special meeting. If your shares are held in the name of a bank, broker, trustee or other nominee, including an employee benefit plan trustee, please follow the instructions on the voting instruction card furnished by the record holder.**

This joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement as well as a description of the proposed issuance of shares of LHC common stock to Almost Family pursuant to the merger and a description of LHC's proposed amended and restated charter. We urge you to read this joint proxy statement/prospectus, including the documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of LHC common stock, please contact LHC's proxy solicitor:

1212 Avenue of the Americas, 24th Floor

New York, New York 10036

+ 1 (212) 297-0720 (Main)

+ 1 (877) 274-8654 (Toll Free)

[info@okapipartners.com](mailto:info@okapipartners.com)

By Order of the Board of Directors of

LHC Group, Inc.

Keith G. Myers

Chairman of the Board, Chief Executive Officer

Lafayette, LA

February 13, 2018

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**Almost Family, Inc.**

**9510 Ormsby Station Road, Suite 300**

**Louisville, KY 40223**

**(502) 891-1000**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held On March 29, 2018**

To the Stockholders of Almost Family:

We are pleased to invite you to attend a special meeting of stockholders of Almost Family, Inc. ( Almost Family ) which will be held at Almost Family s corporate headquarters located at 9510 Ormsby Station Road, Suite 300, Louisville, Kentucky 40223, on March 29, 2018 at 11:00 A.M., local time, for the following purposes:

to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of November 15, 2017 (the merger agreement ), by and among LHC, Inc. ( LHC ), Almost Family and Hammer Merger Sub, Inc., a wholly owned subsidiary of LHC, a copy of which is included as Annex A to this joint proxy statement/prospectus;

to consider and vote on a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Almost Family and its named executive officers, as described in this joint proxy statement/prospectus; and

to consider and vote on a proposal to approve any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

Almost Family will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof.

Completion of the merger is conditioned on, among other things, adoption of the merger agreement by the Almost Family stockholders.

**The Almost Family board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Almost Family and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Almost Family board of directors unanimously recommends that Almost Family stockholders vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Almost Family and its named executive**



**officers and FOR the proposal to approve any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.**

The Almost Family board of directors has fixed the close of business on February 2, 2018 as the record date for determination of Almost Family stockholders entitled to receive notice of, and to vote at, the Almost Family special meeting or any adjournments or postponements thereof. Almost Family's issued and outstanding capital stock consists solely of outstanding shares of Almost Family common stock. Accordingly, only holders of record of Almost Family common stock at the close of business on the record date are entitled to receive notice of, and

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to vote at, the Almost Family special meeting or at any adjournments or postponements thereof. Adoption of the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Almost Family common stock entitled to vote on the proposal. Approval, on a non-binding advisory basis, of specific compensatory arrangements relating to the merger between Almost Family and its named executive officers requires the affirmative vote of holders of a majority of the outstanding shares of Almost Family common stock present in person or represented by proxy at the Almost Family special meeting and entitled to vote on the proposal, although such vote will not be binding on Almost Family or its board of directors or any of its committees. Approval of the proposal of any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Almost Family common stock present in person or represented by proxy at the Almost Family special meeting and entitled to vote on the proposal. A list of the names of Almost Family stockholders of record arranged in alphabetical order, with the address of and number of shares held by each Almost Family stockholder, will be available for ten days prior to the Almost Family special meeting for any purpose germane to the special meeting during usual business hours at Almost Family's headquarters, 9510 Ormsby Station Road, Suite 300, Louisville, Kentucky 40223. The Almost Family stockholder list will also be available at the Almost Family special meeting for examination by any stockholder present at such meeting.

**Your vote is very important. Whether or not you expect to attend the Almost Family special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either: (i) logging onto [www.investorvote.com/AFAM](http://www.investorvote.com/AFAM) and following the instructions on your proxy card; (ii) dialing 1-800-652-VOTE (8683) and listening for further directions; or (iii) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Almost Family special meeting. If your shares are held in an Almost Family benefit plan or in the name of a broker, bank, trustee or other nominee, please follow the instructions on the voting instruction card furnished by the record holder, as appropriate.**

This joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read this joint proxy statement/prospectus, including the documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Almost Family common stock, please contact Almost Family's proxy solicitor:

501 Madison Avenue, 20th Floor

New York, NY 10022

Stockholders May Call Toll-Free: (888) 750-5834

Banks & Brokers May Call Collect: (212) 750-5833

By Order of the Board of Directors of

Almost Family, Inc.

William B. Yarmuth

Chairman of the Board, Chief Executive Officer

Louisville, Kentucky

February 13, 2018

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**ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates important business and financial information about LHC and Almost Family from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company's proxy solicitor at the following addresses and telephone numbers:

1212 Avenue of the Americas, 24th Floor

New York, New York 10036

+ 1 (212) 297-0720 (Main)

+ 1 (877) 274-8654 (Toll Free)

[info@okapipartners.com](mailto:info@okapipartners.com)

501 Madison Avenue, 20th Floor

New York, NY 10022

Stockholders May Call Toll-Free: (888) 750-5834

Banks & Brokers May Call Collect: (212) 750-5833

You may also obtain any of the documents incorporated by reference into this joint proxy statement/prospectus without charge through the U.S. Securities and Exchange Commission (the "SEC") website at [www.sec.gov](http://www.sec.gov). In addition, you may obtain copies of documents filed by LHC with the SEC by accessing LHC's website at [www.lhcgroup.com](http://www.lhcgroup.com) under the tab "Investors" and then under the tab "Financial Information." You may also obtain copies of documents filed by Almost Family with the SEC by accessing Almost Family's website at [www.almostfamily.com](http://www.almostfamily.com) under the tab "Investors" and then under the tab "SEC Filings."

We are not incorporating the contents of the websites of the SEC, LHC, Almost Family or any other entity into this joint proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus at these websites only for your convenience.

**If you would like to request any documents, please do so by March 22, 2018 in order to receive them before the special meetings.**

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see "Where You Can Find More Information" beginning on page 155.

**ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS**

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC by LHC, constitutes a prospectus of LHC under Section 5 of the Securities Act of 1933, as amended (the "Securities Act"), with respect to the shares of LHC common stock to be issued to Almost Family stockholders pursuant to the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both LHC and Almost Family under Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). It also constitutes a notice of meeting with respect to the special meeting of LHC stockholders and a notice of meeting with respect to the special meeting of Almost Family stockholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated February 13, 2018. You should not assume that the information contained in this joint proxy

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statement/prospectus is accurate as of any date other than the date of the joint proxy statement/prospectus. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy statement/prospectus to LHC stockholders or Almost Family stockholders nor the issuance by LHC of shares of common stock pursuant to the merger will create any implication to the contrary.

**This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities or the solicitation of a proxy in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this joint proxy statement/prospectus regarding LHC has been provided by LHC, and information contained in this joint proxy statement/prospectus regarding Almost Family has been provided by Almost Family.**

All references in this joint proxy statement/prospectus to LHC refer to LHC Group, Inc., a Delaware corporation; all references in this joint proxy statement/prospectus to Almost Family refer to Almost Family, Inc., a Delaware corporation; all references to Merger Sub refer to Hammer Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of LHC formed for the sole purpose of effecting the merger; and all references to the combined company refer to LHC Group, Inc. following the effective time of the merger. Unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to we, our and us refer to LHC and Almost Family collectively; all references to the LHC and Almost Family stockholders refer to the LHC stockholders and the Almost Family stockholders collectively; and, unless otherwise indicated or as the context requires, all references to the merger agreement refer to the Agreement and Plan of Merger, dated as of November 15, 2017, by and among LHC, Almost Family and Merger Sub, a copy of which is included as Annex A to this joint proxy statement/prospectus.

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**QUESTIONS AND ANSWERS**

*The following are some questions that you, as a stockholder of LHC or a stockholder of Almost Family, may have regarding the merger and the other matters being considered at the special meetings and the answers to those questions. LHC and Almost Family urge you to carefully read the remainder of this joint proxy statement/prospectus carefully and in its entirety because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the special meetings. Additional important information is also contained in the Annexes to, and the documents incorporated by reference into, this joint proxy statement/prospectus.*

**Q: Why am I receiving this joint proxy statement/prospectus?**

A: LHC and Almost Family have agreed to combine in an all-stock, merger of equals transaction pursuant to the terms of the merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is included in this joint proxy statement/prospectus as Annex A.

In order to complete the merger, among other things:

LHC stockholders must approve the issuance of shares of LHC common stock to Almost Family stockholders pursuant to the merger; and

Almost Family stockholders must adopt the merger agreement.

LHC and Almost Family will hold separate special meetings of their respective stockholders to obtain these approvals. This joint proxy statement/prospectus, including its Annexes, contains and incorporates by reference important information about LHC, Almost Family, the special meetings, the merger agreement and the merger. You should read all the available information carefully and in its entirety.

**Q: What will stockholders receive in the merger?**

A: *LHC Stockholders:* If the merger is completed, LHC stockholders will not receive any merger consideration and will continue to hold their existing shares of LHC common stock.

*Almost Family Stockholders:* If the merger is completed, holders of Almost Family common stock will receive 0.9150 shares of LHC common stock for each share of Almost Family common stock they hold at the effective time of the merger. Almost Family stockholders will not receive any fractional shares of LHC common stock in the merger. Instead, Almost Family stockholders will receive cash in lieu of any fractional shares of LHC common stock that the Almost Family stockholders would otherwise have been entitled to receive.

**Q: What is the value of the merger consideration?**

A: Because LHC will issue 0.9150 shares of LHC common stock, and pay cash in lieu of any fractional shares of LHC common stock, in exchange for each share of Almost Family common stock held by the Almost Family stockholders, the market value of the merger consideration that the Almost Family stockholders will receive will depend on the price per share of LHC common stock at the effective time of the merger. That price will not be known at the time of the Almost Family special meeting or the LHC special meeting and may be less or more than the current market price or the market price at the time of the special meetings. We urge you to obtain current market quotations of LHC common stock and Almost Family common stock. See also Comparative Stock Price Data and Dividends beginning on page 39.

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**Q: What percentage of the combined company will LHC stockholders and Almost Family stockholders, respectively, own following the merger?**

A: Upon completion of the merger, LHC stockholders immediately prior to the effective time of the merger will own approximately 58.5% of the combined company and Almost Family stockholders immediately prior to the effective time of the merger will own approximately 41.5% of the combined company.

**Q: When and where will the special stockholders meetings be held?**

A: *LHC Stockholders:* The special meeting of LHC stockholders will be held at LHC's corporate headquarters located at 901 Hugh Wallis Road South, Lafayette, Louisiana 70508, on March 29, 2018, at 10:00 A.M., local time.

*Almost Family Stockholders:* The special meeting of Almost Family stockholders will be held at Almost Family's corporate headquarters located at 9510 Ormsby Station Road, Suite 300, Louisville, Kentucky 40223, on March 29, 2018, at 11:00 A.M., local time.

If you wish to attend your respective company's special meeting, you must bring photo identification. If you hold your shares through a bank, broker, trustee or other nominee, including an employee benefit plan trustee, you must also bring proof of ownership such as the voting instruction form from your broker or other nominee or an account statement.

**Q: Who is entitled to vote at the special stockholders meetings?**

A: *LHC Stockholders:* The record date for the LHC special meeting is February 2, 2018. Only holders of record of outstanding shares of LHC common stock as of the close of business on the record date are entitled to notice of, and to vote at, the LHC special meeting or any adjournments or postponements of the LHC special meeting.

*Almost Family Stockholders:* The record date for the Almost Family special meeting is February 2, 2018. Only holders of record of outstanding shares of Almost Family common stock as of the close of business on the record date are entitled to notice of, and to vote at, the Almost Family special meeting or any adjournments or postponements of the Almost Family special meeting.

**Q: What am I being asked to vote on and why is this approval necessary?**

A: *LHC Stockholders:* LHC stockholders are being asked to vote on the following proposals:

- (1) to approve the issuance of LHC common stock to the Almost Family stockholders pursuant to the merger agreement;



- (2) to adopt LHC's amended and restated charter in connection with the merger, which increases the number of authorized shares of LHC common stock from 40,000,000 to 60,000,000 shares, effective as of the effective time of the merger; and
- (3) to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger.

Approval by LHC stockholders of the share issuance proposal is required to complete the merger.

*Almost Family Stockholders:* Almost Family stockholders are being asked to vote on the following proposals:

- (1) to adopt the merger agreement, a copy of which is included as Annex A to this joint proxy statement/prospectus;

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- (2) to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Almost Family and its named executive officers; and
- (3) to approve any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

Approval by Almost Family stockholders of the proposal to adopt the merger agreement is required to complete the merger.

**Q: What vote is required to approve each proposal at the LHC Special Meeting?**

A: *LHC share issuance proposal*: Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of LHC common stock present in person or represented by proxy at the LHC special meeting and entitled to vote on the proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes, which are described below, will have no effect on the outcome of any vote on this proposal.

*LHC adoption of amended and restated charter proposal*: Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of LHC common stock entitled to vote on the proposal. Failures to vote, abstentions and broker non-votes will have the effect of a vote AGAINST the proposal.

*LHC adjournment of special meeting proposal*: Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of LHC common stock present in person or represented by proxy at the LHC special meeting and entitled to vote on this proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes will have no effect on the outcome of any vote on this proposal.

**Q: What vote is required to approve each proposal at the Almost Family Special Meeting?**

A: *Almost Family merger agreement proposal*: Approval of this proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Almost Family common stock entitled to vote on this proposal. Failures to vote, abstentions and broker non-votes will have the effect of a vote AGAINST this proposal.

*Non-binding, advisory, Almost Family merger-related compensation proposal*: Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of Almost Family common stock present in person or represented by proxy at the Almost Family special meeting and entitled to vote on this proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes will have no effect on the outcome of any vote on this proposal. Because the vote regarding these specific merger-related compensatory arrangements between Almost Family and its named executive officers is advisory only, it will not be binding on Almost Family or, following completion of the merger, the combined company. Accordingly, if the merger is completed, the Almost Family named executive officers will be eligible to receive the various merger-related compensation that may become payable in connection with the completion of the merger, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of the Almost Family stockholders.

*Almost Family adjournment of special meeting proposal:* Approval of this proposal requires the affirmative vote of holders of a majority of the outstanding shares of Almost Family common stock present in person or represented by proxy at the Almost Family special meeting and entitled to vote on this proposal. Abstentions will have the effect of a vote AGAINST this proposal. Failures to vote and broker non-votes will have no effect on the outcome of any vote on this proposal.

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**Q: What constitutes a quorum at the special stockholders meetings?**

A: *LHC Stockholders*: The holders of a majority of the shares of LHC common stock entitled to vote at the LHC special meeting must be present in person or by proxy to constitute a quorum for the transaction of business at the LHC special meeting. The holders of a majority of the shares of common stock entitled to vote and present in person or by proxy at any meeting of LHC stockholders, whether or not a quorum is present, may adjourn such meeting to another time and place. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. No notice of an adjourned meeting need be given, other than announcement at the meeting, unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Abstentions will be included in the calculation of the number of shares of LHC common stock present at the special meeting for purposes of determining whether a quorum has been achieved. However, broker non-votes, which are described below, will not be included in the calculation of the number of shares of LHC common stock present at the special meeting for purposes of determining whether a quorum has been achieved.

*Almost Family Stockholders*: The holders of a majority of the shares of common stock entitled to vote at the Almost Family special meeting must be represented in person or by proxy at the Almost Family special meeting to constitute a quorum for the transaction of business at the Almost Family special meeting. If there are insufficient shares represented in person or by proxy at the Almost Family special meeting to constitute a quorum, the chairman of the board of directors of Almost Family shall adjourn the special meeting to another time and place. At any such adjourned meeting at which a quorum shall be present or represented, any business may be transacted that might have been transacted at the original meeting. No notice of an adjourned meeting need be given, other than announcement at the meeting, unless the adjournment is for more than 30 days or, if after the adjournment, a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Abstentions will be included in the calculation of the number of shares of Almost Family common stock represented at the special meeting for purposes of determining whether a quorum has been achieved. However, broker non-votes, which are described below, will not be included in the calculation of the number of shares of Almost Family common stock represented at the special meeting for purposes of determining whether a quorum has been achieved.

**Q: How does the LHC board of directors recommend that LHC stockholders vote?**

A: The LHC board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of LHC and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The LHC board of directors unanimously recommends that the LHC stockholders vote:

FOR the proposal to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger;

FOR the proposal to adopt the amended and restated charter; and

FOR the proposal to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger.

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**Q: How does the Almost Family board of directors recommend that Almost Family stockholders vote?**

A: The Almost Family board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Almost Family and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Almost Family board of directors unanimously recommends that Almost Family stockholders vote:

FOR the proposal to adopt the merger agreement;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Almost Family and its named executive officers; and

FOR the proposal to approve any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

**Q: How do I vote if I am a stockholder of record?**

A: If you are a stockholder of record of LHC as of February 2, 2018, which is referred to as the LHC record date, or a stockholder of record of Almost Family as of February 2, 2018, which is referred to as the Almost Family record date, you may submit your proxy before your respective company's special meeting in one of the following ways:

use the toll-free number shown on your proxy card;

visit the website shown on your proxy card to vote via the Internet; or

complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

If you are a stockholder of record, you may also cast your vote in person at your respective company's special meeting.

If your shares are held in street name, through a broker, bank, trustee or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Street name stockholders who wish to vote in person at the meeting will need to obtain a legal proxy form from their broker, bank, trustee or other nominee.

**Q: How many votes do I have?**

A: *LHC Stockholders:* Holders of LHC common stock are entitled to one vote for each share owned as of the close of business on the LHC record date. As of the close of business on the LHC record date, there were 18,285,192 shares of LHC common stock outstanding and entitled to vote at the LHC special meeting.

*Almost Family Stockholders:* Holders of Almost Family common stock are entitled to one vote for each share owned as of the close of business on the Almost Family record date. As of the close of business on the Almost Family record date, there were 13,991,588 shares of Almost Family common stock outstanding and entitled to vote at the Almost Family special meeting.

**Q: My shares are held in street name by my broker, bank, employee benefit plan trustee or other nominee. Will my broker, bank, trustee or other nominee automatically vote my shares for me?**

A: No. If your shares are held in the name of a broker, bank, employee benefit plan trustee or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. You are not the record holder of such shares. If this is the case, this joint proxy statement/prospectus has been

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forwarded to you by your broker, bank, employee benefit plan trustee or other nominee. As the beneficial holder, you generally have the right to direct your broker, bank, employee benefit plan trustee or other nominee as to how to vote your shares by providing them with voting instructions. If you do not provide voting instructions, your shares will not be voted on any proposal, as your broker, bank, employee benefit plan trustee or other nominee will not have discretionary voting authority with respect to any of the proposals described in this joint proxy statement/prospectus. This is often called a broker non-vote.

In connection with the LHC special meeting:

Broker non-votes, if any, will have the same effect as a vote AGAINST the proposal to adopt the amended and restated charter; and

Broker non-votes, if any, will have no effect on the outcome of the proposal to issue shares of LHC common stock to the Almost Family stockholders pursuant to the merger agreement or the proposal to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies.

In connection with the Almost Family special meeting:

Broker non-votes, if any, will have the same effect as a vote AGAINST the proposal to adopt the merger agreement; and

Broker non-votes, if any, will have no effect on the outcome of the non-binding, advisory, Almost Family merger-related compensation proposal or the proposal to approve any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies.

Because none of the proposals to be voted on at the LHC special meeting or the Almost Family special meeting are routine matters for which brokers have discretionary authority, LHC and Almost Family do not expect there to be any broker non-votes at their respective special meetings. You should therefore provide your broker, bank, employee benefit plan trustee or other nominee with instructions as to how to vote your shares of LHC common stock or Almost Family common stock.

Please follow the voting instructions provided by your broker, bank, trustee or other nominee so that it may vote your shares on your behalf. Please note that you may not vote shares held in street name by returning a proxy card directly to LHC or Almost Family or by voting in person at your special meeting unless you first obtain a proxy from your broker, bank, trustee or other nominee.

**Q: What will happen if I abstain from voting or I fail to vote?**

A: *LHC Stockholders:* If you are a LHC stockholder and you vote to abstain, it will have the same effect as a vote AGAINST each of the proposals at the LHC special meeting. If you are a LHC stockholder and you fail to vote, either in person or by proxy, or fail to instruct your nominee how to vote, it will have the same effect as a vote AGAINST the proposal to adopt the amended and restated charter but will have no effect on the proposal to issue



shares of LHC common stock to the Almost Family stockholders pursuant to the merger agreement or the proposal to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies assuming a quorum is present at the LHC special meeting.

*Almost Family Stockholders:* If you are an Almost Family stockholder and you vote to abstain, it will have the same effect as a vote AGAINST each of the proposals at the Almost Family special meeting. If you are an Almost Family stockholder and you fail to vote, either in person or by proxy, or fail to instruct your nominee how to vote, it will have the same effect as a vote AGAINST the proposal to adopt the merger agreement but will have no effect on the outcome of any vote on the non-binding, advisory Almost Family merger-related compensation proposal or the proposal to approve any motion to adjourn the Almost Family special meeting.

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**Q: What will happen if I return my proxy card without indicating how to vote?**

A: *LHC Stockholders:* If you properly complete and sign your proxy card but do not indicate how your shares of LHC common stock should be voted on a matter, the shares of LHC common stock represented by your proxy will be voted as the LHC board of directors recommends and, therefore:

FOR the proposal to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger;

FOR the proposal to adopt the amended and restated charter; and

FOR the proposal to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger.

*Almost Family Stockholders:* If you properly complete and sign your proxy card but do not indicate how your shares of Almost Family common stock should be voted on a matter, the shares of Almost Family common stock represented by your proxy will be voted as the Almost Family board of directors recommends and, therefore:

FOR the proposal to adopt the merger agreement;

FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Almost Family and its named executive officers; and

FOR the proposal to approve any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

**Q: Can I change my vote or revoke my proxy after I have returned a proxy or voting instruction card?**

A: Yes.

*If you are a holder of record of either LHC or Almost Family shares:* If you are a holder of record of either LHC or Almost Family common stock, you can change your vote or revoke your proxy at any time before your proxy is voted at your respective special meeting. You can do this in one of three ways:

timely delivering a signed written notice of revocation to the Secretary of LHC or the Secretary of Almost Family, as applicable;

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timely delivering a new, valid proxy for LHC or Almost Family, as applicable, bearing a later date by submitting instructions through the Internet, by telephone or by mail as described on the applicable proxy card; or

attending your special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person. Simply attending the LHC special meeting or the Almost Family special meeting without voting will not revoke any proxy that you have previously given or change your vote.

If you choose either of the first two methods, your notice of revocation or your new proxy must be received by LHC or Almost Family, as applicable, no later than the beginning of the applicable special meeting. If you have submitted a proxy for your shares by telephone or via the Internet, you may revoke your prior telephone or Internet proxy by any manner described above if you submit your revocation prior to 11:59 p.m. on March 28, 2018 (the day before the LHC and Almost Family special meetings).

*If you hold shares of either LHC or Almost Family in street name* : If your shares are held in street name, you must contact your broker, bank, trustee or other nominee to change your vote.

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**Q: What are the U.S. federal income tax consequences of the merger to U.S. holders of Almost Family common stock?**

A: The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). Provided that the merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, the holders of Almost Family common stock generally should not recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares of Almost Family common stock for shares of LHC common stock in the merger, except with respect to any cash received in lieu of fractional shares of LHC common stock. A holder of Almost Family common stock generally will recognize gain or loss with respect to cash received in lieu of a fractional share of LHC common stock in the merger measured by the difference, if any, between the amount of cash received for such fractional share and the holder's tax basis in such fractional share. The obligations of LHC and Almost Family to complete the merger are subject to, among other conditions described in this joint proxy statement/prospectus and the merger agreement, which is included as Annex A to this joint proxy statement/prospectus, the receipt by each of LHC and Almost Family of the opinion of its counsel to the effect that the merger should qualify as a reorganization within the meaning of Section 368(a) of the Code.

You should read LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger U.S. Federal Income Tax Consequences of the Merger beginning on page 112 for a more complete discussion of the U.S. federal income tax consequences of the merger. Tax matters can be complicated, and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your own tax advisor to determine the tax consequences of the merger to you.

**Q: When do you expect the merger to be completed?**

A: LHC and Almost Family are working to complete the merger as soon as practicable and expect the closing of the merger to occur in the first half of 2018. However, the merger is subject to the expiration or termination of the required waiting periods under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, obtaining the required approvals of the stockholders of LHC and Almost Family and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of LHC and Almost Family could result in the merger being completed at an earlier time, at a later time or not at all. There may be a substantial amount of time between the LHC and Almost Family special meetings and the completion of the merger.

**Q: Do I need to do anything with my shares of common stock other than voting for the proposals at the special meeting?**

A: *LHC Stockholders:* If you are a LHC stockholder, after the merger is completed, you are not required to take any action with respect to your shares of LHC common stock.

*Almost Family Stockholders:* If you are an Almost Family stockholder, after the merger is completed, each share of Almost Family common stock you hold will be converted automatically into the right to receive 0.9150 shares of LHC common stock together with cash in lieu of any fractional shares, as applicable. You will receive instructions shortly following the merger regarding exchanging your shares of Almost Family common stock for shares of LHC common stock. You do not need to take any action at this time. **Please do not send your Almost Family stock certificates**

**with your proxy card.**

**Q: Are stockholders entitled to appraisal or dissenters rights?**

A: No. Neither the stockholders of LHC nor the stockholders of Almost Family under Delaware law will be entitled to exercise any appraisal or dissenters rights in connection with the merger or the other transactions contemplated by the merger agreement.

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**Q: What happens if I sell my shares of Almost Family common stock before the Almost Family special meeting?**

A: The record date for the Almost Family special meeting is earlier than both the date of the Almost Family special meeting and the date that the merger is expected to be completed. If you transfer your Almost Family shares after the Almost Family record date but before the Almost Family special meeting, you will retain your right to vote at the Almost Family special meeting, but will have transferred the right to receive the merger consideration in the merger. In order to receive the merger consideration, you must hold your shares through the effective date of the merger.

**Q: What happens if I sell my shares of LHC common stock before the LHC special meeting?**

A: The record date for the LHC special meeting is earlier than the date of the LHC special meeting. If you transfer your LHC shares after the LHC record date but before the LHC special meeting, you will retain your right to vote at the LHC special meeting.

**Q: What if I hold shares in both LHC and Almost Family?**

A: If you are a stockholder of both LHC and Almost Family, you will receive two separate packages of proxy materials. A vote cast as a LHC stockholder will not count as a vote cast as an Almost Family stockholder, and a vote cast as an Almost Family stockholder will not count as a vote cast as a LHC stockholder. Therefore, please submit separate proxies for each of your LHC and Almost Family shares.

**Q: Who can help answer my questions?**

A: LHC stockholders or Almost Family stockholders who have questions about the merger, the other matters to be voted on at the special meetings, or how to submit a proxy or who desire additional copies of this joint proxy statement/prospectus or additional proxy cards should contact:

**If you are a LHC stockholder:**

**If you are a Almost Family stockholder:**

1212 Avenue of the Americas, 24th Floor

501 Madison Avenue, 20th Floor

New York, New York 10036

New York, NY 10022

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+ 1 (212) 297-0720 (Main)

Stockholders May Call Toll-Free: (888) 750-5834

+ 1 (877) 274-8654 (Toll Free)

Banks & Brokers May Call Collect: (212) 750-5833

[info@okapipartners.com](mailto:info@okapipartners.com)

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**SUMMARY**

*This summary highlights selected information contained in this joint proxy statement/prospectus and does not contain all the information that may be important to you with respect to the merger and the other matters being considered at the LHC special meeting and Almost Family special meeting. LHC and Almost Family urge you to read carefully this joint proxy statement/prospectus in its entirety, including the attached Annexes, and the other documents to which we have referred you. See also the section entitled "Where You Can Find More Information" beginning on page 155. We have included page references in this summary to direct you to a more complete description of the topics presented below.*

**The Companies**

**LHC Group, Inc. (see page 50)**

LHC Group, Inc., a Delaware corporation, is a provider of post-acute health care services to patients through its home nursing agencies, hospice agencies, community-based services agencies and long-term acute care hospitals. As of September 30, 2017, through its wholly- and majority-owned subsidiaries, equity joint ventures and controlled affiliates, LHC operated in 449 service providers in 27 states within the U.S. LHC operates in four segments: home health services, hospice services, community-based services and facility-based services.

LHC's common stock is listed on the NASDAQ under the symbol LHC.G.

The principal executive offices of LHC are located at 901 Hugh Wallis Road South, Lafayette, Louisiana 70508, and its telephone number is (337) 233-1307.

**Almost Family, Inc. (see page 50)**

Almost Family, Inc., a Delaware corporation, is a leading provider of home healthcare services and related innovations with operations in 332 locations across 26 states as of September 29, 2017. Almost Family has three segments: home health, other home based services and healthcare innovations. The home health segment provides a comprehensive range of Medicare certified nursing services to patients in need of recuperative care, typically following a period of hospitalization or care in another type of inpatient facility. The other home based services segment includes personal care and hospice business lines. The personal care segment provides services in patients homes primarily on an as-needed, hourly basis. These services include personal care, medication management, meal preparation, caregiver respite and homemaking. Hospice services are largely provided in patients' homes and generally require specialized hospice nursing skills. Hospice revenues are generated on a per diem basis and are primarily from Medicare. The healthcare innovations segment includes Almost Family's developmental activity outside of the traditional home health business platform.

Almost Family's common stock is traded on the NASDAQ Global Select Market (the "NASDAQ") under the symbol AFAM.

The principal executive offices of Almost Family are located at 9510 Ormsby Station Road, Suite 300, Louisville, Kentucky 40223 and its telephone number is (502) 891-1000.

**Hammer Merger Sub, Inc. (see page 50)**



Hammer Merger Sub, Inc., a wholly owned subsidiary of LHC, is a Delaware corporation that was formed for the sole purpose of effecting the merger. In the merger, Merger Sub will be merged with and into Almost Family, with Almost Family surviving the merger and becoming a wholly owned subsidiary of LHC.

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**The Merger**

A copy of the merger agreement is included as Annex A to this joint proxy statement/prospectus. LHC and Almost Family encourage you to read the entire merger agreement carefully because it is the principal document governing the merger. For more information on the merger agreement, see the section entitled LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger Agreement beginning on page 116.

**Terms of the Merger (see page 116)**

Subject to the terms and conditions of the merger agreement, at the effective time of the merger, Merger Sub, a wholly owned subsidiary of LHC formed for the sole purpose of effecting the merger, will be merged with and into Almost Family. Almost Family will be the surviving entity in the merger and become a wholly owned subsidiary of LHC. Upon completion of the merger, LHC and Almost Family, and their respective subsidiaries, will operate as a combined company under the name LHC Group, Inc.

**Merger Consideration (see page 116)**

Almost Family stockholders will have the right to receive 0.9150 shares of LHC common stock for each share of Almost Family common stock that they hold immediately prior to the effective time of the merger (the exchange ratio). The exchange ratio is fixed and will not be adjusted for changes in the market value of the common stock of LHC or Almost Family. As a result, the implied value of the consideration to Almost Family stockholders will fluctuate between the date of this joint proxy statement/prospectus and the effective date of the merger. No fractional shares of LHC common stock will be issued in connection with the merger. Each Almost Family stockholder that otherwise would have been entitled to receive a fraction of a share of LHC common stock will be entitled to receive cash in lieu of the fractional share. LHC stockholders will continue to own their existing shares, which will not be affected by the merger.

**U.S. Federal Income Tax Consequences of the Merger (see page 112)**

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code. Provided that the merger qualifies as a reorganization within the meaning of Section 368(a) of the Code, the holders of Almost Family common stock generally should not recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares of Almost Family common stock for shares of LHC common stock in the merger, except with respect to any cash received in lieu of fractional shares of LHC common stock. A holder of Almost Family common stock generally will recognize gain or loss with respect to cash received in lieu of a fractional share of LHC common stock in the merger measured by the difference, if any, between the amount of cash received for such fractional share and the holder's tax basis in such fractional share. The holders of LHC common stock should not recognize any gain or loss for U.S. income tax purposes.

The obligations of LHC and Almost Family to complete the merger are subject to, among other conditions described in this joint proxy statement/prospectus and the merger agreement, which is included as Annex A to this joint proxy statement/prospectus, the receipt by each of LHC and Almost Family of the opinion of its counsel to the effect that the merger should qualify as a reorganization within the meaning of Section 368(a) of the Code.

You should read LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger U.S. Federal Income Tax Consequences of the Merger beginning on page 112 for a more complete discussion of the U.S. federal income tax consequences of the merger. Tax matters can be complicated,

and the tax consequences of the merger to you will depend on your particular tax situation. You should consult your own tax advisor to determine the tax consequences of the merger to you.

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**Recommendation of the Board of Directors of LHC (see page 69)**

After careful consideration, the LHC board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of LHC and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. For more information regarding the factors considered by the LHC board of directors in reaching its decision to adopt the merger agreement and to authorize the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger, see the section entitled LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger LHC s Reasons for the Merger; Recommendation of the LHC Board of Directors.

**The LHC board of directors unanimously recommends that LHC stockholders vote:**

**FOR the proposal to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger;**

**FOR the proposal to adopt the amended and restated charter; and**

**FOR the proposal to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger.**

**Recommendation of the Board of Directors of Almost Family (see page 73)**

After careful consideration, the Almost Family board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Almost Family and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. For more information regarding the factors considered by the Almost Family board of directors in reaching its decision to adopt the merger agreement and the merger, see the section entitled LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger Almost Family s Reasons for the Merger; Recommendation of the Almost Family Board of Directors.

**The Almost Family board of directors unanimously recommends that Almost Family stockholders vote:**

**FOR the proposal to adopt the merger agreement;**

**FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Almost Family and its named executive officers; and**

**FOR the proposal to approve any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.**

**Opinion of LHC's Financial Advisor (see page 77)**

At a meeting of the LHC board of directors held on November 15, 2017, Jefferies LLC ( Jefferies ) rendered an oral opinion, confirmed by delivery of a written opinion dated the same date, to the LHC board of directors to the effect that, as of that date and based on and subject to the assumptions made, procedures followed, factors considered and limitations and qualifications on the review undertaken as described in its opinion, the exchange ratio set forth in the merger agreement was fair, from a financial point of view, to LHC.

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The full text of Jefferies' opinion describes the assumptions made, procedures followed, matters considered and limitations and qualifications with respect to the review undertaken by Jefferies. This opinion is attached as Annex C. **Jefferies' opinion was provided for the use and benefit of the LHC board of directors (in its capacity as such) in its evaluation of the exchange ratio from a financial point of view and did not address any other aspect of the merger or any other matter. The opinion did not address the relative merits of the merger as compared to any alternative transaction or opportunity that might be available to LHC, nor did it address the underlying business decision by LHC to engage in the merger. Jefferies' opinion does not constitute a recommendation as to how any stockholder should vote or act in connection with any matter related to the merger.** See LHC Proposal I: Approval of Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger Opinion of LHC's Financial Advisor.

**Opinion of Almost Family's Financial Advisor (see page 84)**

Almost Family retained Guggenheim Securities, LLC (Guggenheim Securities) as its financial advisor in connection with Almost Family's possible merger with LHC. Guggenheim Securities delivered an opinion to Almost Family's board of directors to the effect that, as of November 15, 2017 and based on and subject to the matters considered, the procedures followed, the assumptions made and various limitations of and qualifications to the review undertaken, the exchange ratio in connection with the merger was fair, from a financial point of view, to the stockholders of Almost Family (excluding LHC and its affiliates). The full text of Guggenheim Securities' written opinion, which is attached as Annex D to this joint proxy statement/prospectus and which you should read carefully and in its entirety, is subject to the assumptions, limitations, qualifications and other conditions contained in such opinion and is necessarily based on economic, capital markets and other conditions, and the information made available to Guggenheim Securities, as of the date of such opinion.

Guggenheim Securities' opinion was provided to Almost Family's board of directors (in its capacity as such) for its information and assistance in connection with its evaluation of the exchange ratio. Guggenheim Securities' opinion and any materials provided in connection therewith did not constitute a recommendation to Almost Family's board of directors with respect to the merger, nor does Guggenheim Securities' opinion constitute advice or a recommendation to any holder of Almost Family's or LHC's common stock as to how to vote or act in connection with the merger or otherwise. Guggenheim Securities' opinion addresses only the fairness, from a financial point of view and as of the date of such opinion, of the exchange ratio to the stockholders of Almost Family (excluding LHC and its affiliates) to the extent expressly specified in such opinion and does not address any other term, aspect or implication of the merger (including, without limitation, the form or structure of the merger), the merger agreement or any other agreement, transaction document or instrument contemplated by the merger agreement or to be entered into or amended in connection with the merger or any financing or other transactions related thereto.

For a description of the opinion that Almost Family's board of directors received from Guggenheim Securities, see The Merger Opinion of Almost Family's Financial Advisor beginning on page 84.

**Interests of LHC Directors and Executive Officers in the Merger (see page 103)**

Executive officers of LHC and members of LHC's board of directors have certain interests in the merger that may be different from, or in addition to, the interests of LHC stockholders generally. These interests are described in further detail below, and certain of them are described and quantified in the narrative and table included under LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger Interests of LHC Directors and Executive Officers in the Merger, beginning on page 103.

Moreover, as detailed below under Board of Directors and Management Following the Merger beginning on page 108, certain of LHC's executive officers and members of LHC's board of directors will

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continue to serve as executive officers or directors of the combined company upon completion of the merger. Specifically, Keith G. Myers, LHC's current chief executive officer, will continue to serve as chief executive officer of the combined company and chairman of the board of directors of the combined company upon completion of the merger. Donald D. Stelly, the current president and chief operating officer of LHC, will continue to serve as the president and chief operating officer of the combined company upon completion of the merger. In addition, Joshua L. Proffitt, the current chief financial officer, treasurer and an executive vice president of LHC, will continue to serve as chief financial officer, treasurer and an executive vice president of the combined company upon completion of the merger. Furthermore, six of the current members of the LHC board of directors will serve as members of the board of directors of the combined company, including Mr. Myers, LHC's current chairman of the board of directors, who will serve as chairman of the board of directors of the combined company.

The LHC board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated by the merger agreement and in recommending that you vote FOR the proposal to issue shares of LHC common stock to the Almost Family stockholders pursuant to the merger, FOR the proposal to adopt LHC's amended and restated charter and FOR the proposal to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger.

**Interests of Almost Family Directors and Executive Officers in the Merger (see page 104)**

Executive officers of Almost Family and members of Almost Family's board of directors have interests in the merger that may be different from, or in addition to, the interests of Almost Family stockholders generally. These interests, including the right to receive cash payments under certain agreements as a result of the change in control resulting from the merger, are described in further detail below, and certain of them are described and quantified in the narrative and table included under LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger Interests of Almost Family Directors and Executive Officers in the Merger, beginning on page 104.

Moreover, as detailed below under Board of Directors and Management Following the Merger, certain of Almost Family's executive officers and members of Almost Family's board of directors will be appointed to serve as executive officers or directors of the combined company, and certain of Almost Family's executive officers will continue to serve as executive officers of Almost Family upon completion of the merger. Specifically, C. Steven Guenther, Almost Family's current president and principal financial officer, will be appointed the president of Almost Family and chief strategy officer of the combined company, and William B. Yarmuth, Almost Family's current chief executive officer and chairman of Almost Family's board of directors, will serve in a consulting capacity as special advisor to the combined company. In connection therewith, Mr. Guenther has entered into a new employment agreement with LHC and Mr. Yarmuth has entered into a consulting agreement with LHC, each to be effective as of the effective time of the merger as described more fully below in the section entitled LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger Interests of Almost Family Directors and Executive Officers in the Merger beginning on page 104. Furthermore, four of the current members of the Almost Family board of directors will serve as members of the board of directors of the combined company.

Additionally, the equity awards granted by Almost Family to its directors, executive officers and other employees, will be converted into equity awards with LHC as described below under Treatment of Almost Family Equity Incentive Awards. In addition, certain of Almost Family's executive officers also have agreements that provide for severance benefits if their employment is terminated under certain circumstances, as discussed in LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the





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Merger Agreement The Merger Interests of Almost Family Directors and Executive Officers in the Merger, beginning on page 104. LHC will also provide employment benefits to the executive officers and other employees as described under LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger Agreement Employee Benefits Matters, beginning on page 129.

The Almost Family board of directors was aware of these interests and considered them, among other matters, in approving the merger agreement and the transactions contemplated by the merger agreement and in recommending that you vote FOR the proposal to adopt the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Almost Family and its named executive officers and FOR the proposal to approve any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

**Board of Directors and Management Following the Merger (see page 108)**

Immediately following the effective time of the merger, the board of directors of the combined company will consist of ten directors, (i) six of whom will be selected by LHC, one of which will be Keith G. Myers (the current chairman of the LHC board of directors and chief executive officer of LHC) and one of which will be the lead independent director of LHC immediately prior to the effective time of the merger (currently W.J. Billy Tauzin), and (ii) four of whom will be selected by Almost Family. Two of the LHC designees will be appointed to each of the three classes of the board of directors of the combined company and two of the Almost Family designees will be appointed to the class of the board of directors of the combined company consisting of four directors and the other two Almost Family designees being appointed to the other two classes of the board of directors of the combined company. As of the date of this joint proxy statement/prospectus, other than Mr. Myers and Mr. Tauzin, in the case of LHC, neither LHC nor Almost Family has made a determination as to which directors will be appointed to the board of directors of the combined company. Other than Mr. Myers, all director designees will qualify as independent directors under NASDAQ rules. Mr. Myers will serve as the chairman of the board of directors of the combined company.

The combined company's management team will include executives from each of LHC and Almost Family. Keith Myers, the current chief executive officer of LHC and chairman of the board of directors of LHC, will serve as the chief executive officer, in addition to his role as chairman of the board of directors of the combined company. Donald D. Stelly, the current president and chief operating officer of LHC, will serve as the president and chief operating officer of the combined company. Joshua L. Proffitt, the current chief financial officer, treasurer and an executive vice president of LHC, will serve as chief financial officer, treasurer and an executive vice president of the combined company. C. Steven Guenther, currently the president and principal financial officer of Almost Family, will serve as the chief strategy officer of the combined company and president of Almost Family, and William B. Yarmuth, the current chief executive officer of Almost Family, will serve in a consulting capacity as special advisor of the combined company. As of the date of this joint proxy statement/prospectus, other than Messrs. Myers, Stelly, Proffitt, Guenther and Yarmuth, neither LHC nor Almost Family has made a determination as to which other officers will be appointed to the management team of the combined company.

**Treatment of LHC Equity Incentive Awards (see page 108)**

LHC has made periodic grants of restricted stock to its executive officers, members of its board of directors and its employees. The merger will not accelerate the vesting or otherwise affect any awards of LHC stock.



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**Table of Contents****Treatment of Almost Family Equity Incentive Awards (see page 109)**

Upon the effective time of the merger, Almost Family equity awards will convert into equity awards with respect to LHC as follows:

As of immediately prior to the effective time of the merger, each Almost Family stock option, whether vested or unvested, that is outstanding and unexercised immediately prior to the effective time of the merger will be assumed by LHC and will be converted into a stock option to acquire a number of shares of LHC common stock (rounded down to the nearest whole share) equal to the product of (a) the number of shares of Almost Family common stock subject to such Almost Family stock option and (b) the exchange ratio. The exercise price per share of the converted stock option will be an amount (rounded up to the nearest whole cent) equal to the quotient obtained by dividing (x) the exercise price per share of the Almost Family stock option by (y) the exchange ratio. Each stock option so assumed and converted will continue to have, and will be subject to, the same terms and conditions as applied to the applicable Almost Family stock option (including the vesting schedule) immediately prior to the effective time of the merger.

Each unvested share of time-vesting Almost Family restricted stock ( Almost Family Restricted Share Award ) and performance-vesting Almost Family restricted stock ( Almost Family Performance Share Award ) that is outstanding immediately prior to the effective time of the merger will be converted into an LHC restricted stock award on the same terms and conditions (including applicable vesting requirements) applicable to such Almost Family Restricted Share Award and Almost Family Performance Share Award (provided that, with respect to any Almost Family Performance Share Award, the performance-vesting component shall be deemed to have been satisfied in full at the maximum level of performance) under the applicable grant documents in effect immediately prior to the effective time of the merger, with respect to a number of shares of LHC common stock, rounded up or down to the nearest whole share, determined by multiplying the number of shares of Almost Family common stock subject to such Almost Family Restricted Share Award or Almost Family Performance Share Award by the exchange ratio.

The consummation of the merger will constitute a change in control with respect to Almost Family equity awards. Pursuant to Almost Family's equity incentive plans, no such awards will vest upon the consummation of the merger, but the converted awards will vest on a double-trigger basis if the grantee's service terminates for any reason (other than by the Surviving Corporation for cause) within 12 months following the effective time of the merger. In addition, pursuant to the merger agreement, the compensation committee of the board of directors of Almost Family has the discretion to accelerate the vesting of, or deem the performance criteria met under, any such equity award held by an Almost Family director or executive officer (including any officer who agrees to continue employment with Almost Family or LHC following the effective time of the merger).

**Regulatory Clearances Required for the Merger (see page 110)**

LHC and Almost Family have each agreed to take certain actions in order to obtain the expiration or termination of the required waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, and the rules and regulations promulgated thereunder (the HSR Act), following required notifications and review by either the Federal Trade Commission (the FTC) or the Antitrust Division of the U.S. Department of Justice (the Antitrust Division). On December 19, 2017, each of LHC and Almost Family filed its notification under the HSR Act. Subsequently, in consultation with Almost Family, LHC elected to voluntarily withdraw and re-file its Premerger Notification and Report Form, in order to restart the initial waiting period under the HSR Act and thereby provide the

FTC additional time to review the proposed transaction. Accordingly, LHC withdrew its initial filing effective January 18, 2018 and re-filed on January 22, 2018. While LHC and Almost Family expect to obtain this required antitrust clearance, we cannot assure you that this required antitrust clearance will be obtained or that obtaining this required antitrust clearance will not involve the

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imposition of additional conditions on the completion of the merger, including the requirement to divest assets, or require changes to the terms of the merger agreement. These conditions or changes could result in the conditions to the merger not being satisfied.

While the antitrust clearance under the HSR Act is the only regulatory clearance that is required as a condition to the closing of the merger under the merger agreement, LHC and Almost Family are also required to use reasonable best efforts to obtain all other necessary or advisable approvals from governmental authorities in connection with the consummation of the merger and the other transactions contemplated by the merger agreement. These approvals include approvals from a number of the federal, state and municipal authorities that regulate the businesses of LHC and Almost Family. While LHC and Almost Family expect to obtain all necessary and material regulatory approvals, we cannot assure you that these regulatory approvals will be obtained. Furthermore, these other regulatory approvals are not a condition to closing the merger, and the failure to obtain any of these other regulatory approvals could have a material adverse effect on the combined company.

## **Expected Timing of the Merger**

LHC and Almost Family are working to complete the merger as soon as practicable and expect the closing of the merger to occur in the first half of 2018. However, the merger is subject to the expiration or termination of the required waiting periods under the HSR Act, obtaining the required approvals of the LHC and Almost Family stockholders and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of LHC and Almost Family could result in the merger being completed at an earlier time, at a later time or not at all. There may be a substantial amount of time between the LHC and Almost Family special meetings and the completion of the merger.

## **Conditions to Completion of the Merger (see page 132)**

Each party's obligation to consummate the merger is conditioned upon the satisfaction (or waiver by such party) at or prior to the closing of the merger of each of the following:

the waiting period (and any extension thereof) applicable to the merger under the HSR Act shall have been terminated or shall have expired;

approval of the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger by holders of a majority of the outstanding shares of LHC common stock present in person or represented by proxy at the LHC special meeting and entitled to vote thereon;

adoption of the merger agreement by holders of a majority of the outstanding shares of Almost Family common stock entitled to vote thereon;

no judgment, injunction, order or decree of any governmental authority of competent jurisdiction prohibiting the consummation of the merger shall be in effect, and no law shall have been enacted, entered, promulgated or enforced by any governmental authority after the date of the merger agreement that, in any case, prohibits, restrains, enjoins or makes illegal the consummation of the merger and the other transactions contemplated

by the merger agreement;

effectiveness of the registration statement on Form S-4 of which this joint proxy statement/prospectus forms a part and no stop order suspending the effectiveness of such registration statement shall have been issued by the SEC and no proceedings for that purpose shall have been initiated by the SEC that have not been withdrawn; and

the shares of LHC common stock to be issued in connection with the merger shall have been approved for listing on the NASDAQ, subject to official notice of issuance.

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In addition, the obligations of each of LHC and Merger Sub, on the one hand, and Almost Family, on the other hand, to effect the merger is subject to the satisfaction or waiver of the following additional conditions:

the representations and warranties of the other party related to corporate organization, qualification to do business as a foreign entity, its power and authority with respect to the execution, delivery and performance of the merger agreement, its due and valid authorization of the merger agreement, its due execution and delivery of the merger agreement, the enforceability of the merger agreement, the actions taken by its board of directors related to the merger agreement, the required approvals of its holders of shares of capital stock related to the merger agreement, its capital structure (excluding representations and warranties regarding such party's authorized and outstanding capital stock, treasury stock, shares reserved for issuance and the status of the shares as being duly authorized, validly issued, fully paid and non-assessable shares free of preemptive rights and issued in compliance with applicable securities laws), the absence of any outstanding voting equity interests, the absence of any undisclosed financial advisor, broker or finder fee in connection with the transactions under the merger agreement, and the inapplicability of state takeover statutes will be true and correct in all material respects as of the date of the merger agreement and as of the closing date, as though made as of the closing date, except that representations and warranties that are made as of a specific date shall be true and correct only on and as of such date;

the representations and warranties regarding such party's authorized and outstanding capital stock, treasury stock, shares reserved for issuance and the status of shares as being duly authorized, validly issued, fully paid and non-assessable shares free of preemptive rights and issued in compliance with applicable securities laws shall be true and correct in all but *de minimis* respects as of the date of the merger agreement and as of the closing date, as though made as of the closing date, except that representations and warranties that are made as of a specific date shall be true and correct only on and as of such date;

each of the other representations and warranties contained in the merger agreement (that is, those representations and warranties which are not covered in the two preceding bullet points) shall be true and correct as of the date of the merger agreement and as of the closing date, as though made as of the closing date, except (i) representations and warranties that are made as of a specific date shall be true and correct only on and as of such date, and (ii) where the failure of such representations or warranties to be true and correct (without giving effect to any materiality or any material adverse effect qualifications set forth therein (other than the representations and warranties regarding the non-occurrence of any event, circumstance or development since September 30, 2017 that would reasonably be expected to have a material adverse effect and material contracts)), individually or in the aggregate, does not have and would not reasonably be expected to have a material adverse effect;

the other party having performed in all material respects all obligations, and complied in all material respects with all agreements and covenants, required to be performed by it under the merger agreement or prior to the closing;

on the closing date, no event, circumstance, change, effect, development or occurrence shall exist that has or would reasonably be expected to have a material adverse effect on the other party;



receipt of a certificate executed by the chief executive officer or chief financial officer of the other party certifying as to the satisfaction of the conditions described in the preceding five bullet points; and

receipt of a tax opinion from each party's tax counsel to the effect that, on the basis of facts, representations and assumptions set forth or referred to in such opinion and subject to customary exceptions, assumptions and qualifications set forth in such opinion, the merger should qualify as a reorganization within the meaning of Section 368(a) of the Code.

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**No Solicitation of Alternative Proposals (see page 122)**

The merger agreement prohibits both LHC and Almost Family from soliciting, initiating or knowingly encouraging or facilitating or participating in any discussions or negotiations with any third party with respect to an acquisition proposal for a competing transaction, including any acquisition of a significant interest in LHC or Almost Family common stock or assets. However, the merger agreement provides that if, at any time prior to obtaining the required approval of the stockholders of LHC or Almost Family, as applicable, LHC or Almost Family, as applicable, receives an unsolicited, written acquisition proposal and, among other things, the LHC board of directors or the Almost Family board of directors, as applicable, determines in good faith (i) after consultation with outside counsel and a financial advisor that such proposal constitutes or is reasonably likely to lead to a proposal that is superior to the merger and (ii) after consultation with outside counsel, the failure to participate in discussions and negotiations regarding such proposal or furnish non-public information to the third party making such proposal would be reasonably expected to be inconsistent with its fiduciary duties under applicable law, then LHC or Almost Family, as applicable, may furnish non-public information to the third party making such proposal or participate in discussions and negotiations regarding such proposal solely to clarify and understand the terms of such proposal so as to determine whether such proposal constitutes or is reasonably likely to lead to a proposal that is superior to the merger.

**Changes in Board Recommendations (see page 124)**

The merger agreement provides that neither the LHC board of directors nor the Almost Family board of directors shall effect an Adverse Recommendation Change (as defined on page 125). Notwithstanding the foregoing, at any time prior to obtaining the relevant stockholder approval, the LHC board of directors or the Almost Family board of directors, as applicable, may, if such board of directors determines in good faith (after consultation with outside counsel) that the failure to do so would reasonably be expected to be inconsistent with its fiduciary duties under applicable law and subject to compliance with certain obligations set forth in the merger agreement, make an Adverse Recommendation Change. If the board of directors of LHC or Almost Family effects an Adverse Recommendation Change, such board of directors will nonetheless continue to be obligated to hold its special stockholders meeting and submit the proposals described in this joint proxy statement/prospectus to its stockholders for their vote, as applicable, unless the other party shall terminate the merger agreement as described under Termination of the Merger Agreement.

**Termination of the Merger Agreement (see page 134)**

LHC and Almost Family may mutually agree to terminate the merger agreement at any time.

In addition, either LHC or Almost Family may terminate the merger agreement, even after the receipt of the required stockholder approvals, under the following circumstances:

if the merger shall not have occurred by July 1, 2018, subject to an extension by either company to a date no later than October 1, 2018 (such date, including any extension thereof, is referred to the outside date ) in the event that all the conditions to closing have been satisfied or waived (other than the conditions that by their terms are satisfied at the closing) other than the conditions related to the receipt of antitrust approvals;

if any law or final and non-appealable order is in effect which permanently prohibits or makes illegal the consummation of the merger;

if the LHC stockholders fail to approve the issuance of shares of LHC common stock to Almost Family stockholders pursuant to the merger at the LHC special meeting;

if the Almost Family stockholders fail to adopt the merger agreement at the Almost Family special meeting;  
or

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if the other party has breached or failed to perform any of its representations, warranties, obligations, covenants or agreements set forth in the merger agreement, which breach or failure to perform, either individually or in the aggregate, if continuing at the closing, (i) would result in the failure of any of the conditions set forth in the merger agreement applicable to it and (ii) such breach is either incapable of being cured or is not cured or waived by the earlier of 30 business days following delivery of written notice of such breach or failure to perform from the non-breaching party or one business day prior to the outside date.

In addition, either LHC or Almost Family may terminate the merger agreement:

if prior to obtaining the other party's required stockholder approval, the other party or its board of directors (i) effects an Adverse Recommendation Change or (ii) breaches in any material respect any of its obligations described under LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger Agreement No Solicitation of Alternative Proposals and LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger Agreement Changes in Board Recommendations.

**Expenses and Termination Fees (see page 135)**

All fees and expenses shall be paid by the party incurring such fees or expenses, whether or not the merger is consummated; provided, however that the parties will share equally all filing fees relating to filings with governmental authorities (including any antitrust or competition governmental authority). However, the merger agreement provides that, upon termination of the merger agreement under certain circumstances, (i) LHC may be obligated to pay to Almost Family, or Almost Family may be obligated to pay to LHC, a termination fee of \$30 million (less any expenses paid by the party described the following clause) and (ii) either party may be required to pay to the other party its merger-related expenses of up to \$5 million. See LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement The Merger Agreement Expenses and Termination Fees; Liabilities for Breach for a more complete discussion of the circumstances under which the termination fee will be required to be paid.

**Accounting Treatment (see page 114)**

LHC prepares its financial statements in accordance with accounting principles generally accepted in the United States ( GAAP ). The merger will be accounted for using the acquisition method of accounting. LHC will be treated as the acquirer for accounting purposes.

**No Appraisal or Dissenters' Rights (see page 112)**

Neither the holders of shares of LHC common stock nor the holders of shares of Almost Family common stock are entitled to exercise any appraisal or dissenters' rights in connection with the merger or the other transactions contemplated by the merger agreement under Delaware law.

**Comparison of Stockholder Rights (see page 146)**

Almost Family stockholders receiving merger consideration will have different rights once they become stockholders of the combined company due to differences between the governing corporate documents of Almost Family and the governing corporate documents of the combined company. Please see the section entitled Comparison of Rights of Almost Family Stockholders and LHC Stockholders for a discussion of these differences.



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**Listing of Shares of LHC Common Stock; Delisting and Deregistration of Shares of Almost Family Common Stock (see page 111)**

It is a condition to the completion of the merger that the shares of LHC common stock to be issued to Almost Family stockholders pursuant to the merger be authorized for listing, and LHC and Almost Family have agreed to use their reasonable best efforts to cause such shares to be listed, on the NASDAQ subject to official notice of issuance. Upon completion of the merger, shares of Almost Family common stock currently listed on NASDAQ will cease to be listed on NASDAQ and will be subsequently deregistered under the Exchange Act.

**The Meetings**

**The LHC Special Meeting (see page 51)**

The special meeting of LHC stockholders is scheduled to be held at LHC's corporate headquarters located at 901 Hugh Wallis Road South, Lafayette, Louisiana 70508, on March 29, 2018, at 10:00 A.M., local time, subject to any adjournments or postponements thereof. The special meeting of LHC stockholders is being held to consider and vote on:

the proposal to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger, which is further described in the sections titled "LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement" and "LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement" in the Merger Agreement, beginning on pages 61 and 116, respectively, and a copy of which is included as Annex A to this joint proxy statement/prospectus;

the proposal to adopt the amended and restated charter, a copy of which is included in Annex B to this joint proxy statement/prospectus; and

the proposal to approve any motion to adjourn the LHC special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger.

Only holders of record of LHC common stock at the close of business on February 2, 2018, the record date for the LHC special meeting, are entitled to receive notice of, and to vote at, the LHC special meeting or any adjournments or postponements thereof. At the close of business on the LHC record date, 18,285,192 shares of LHC common stock were issued and outstanding, approximately 10.5% of which were owned and entitled to be voted by LHC directors and executive officers and their affiliates. We currently expect that LHC's directors and executive officers will vote any shares they own in favor of each proposal being submitted to a vote of the LHC stockholders at the LHC special meeting, although no director or officer has entered into any agreement obligating him or her to do so.

LHC stockholders may cast one vote for each share of LHC common stock they own. The proposal to approve the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger requires the

affirmative vote of holders of a majority of the outstanding shares of LHC common stock present in person or represented by proxy at the LHC special meeting and entitled to vote on the proposal. Adoption of the amended and restated charter requires the affirmative vote of holders of a majority of the outstanding shares of LHC common stock entitled to vote on the proposal. Approval of the adjournment proposal requires the affirmative vote of holders of a majority of the outstanding shares of LHC common stock present in person or represented by proxy at the LHC special meeting and entitled to vote on the proposal. If necessary or appropriate

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to solicit additional proxies if there are not sufficient votes to approve the proposal for the issuance of shares of LHC common stock to the Almost Family stockholders pursuant to the merger, the holders of a majority of the outstanding shares of LHC common stock present in person or represented by proxy and entitled to vote on the proposal may approve any motion to adjourn the meeting to another time or place without further notice unless the adjournment is for more than 30 days or if after the adjournment a new record date is fixed for the adjourned meeting, in which case a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

**The Almost Family Special Meeting (see page 56)**

The special meeting of Almost Family stockholders is scheduled to be held at Almost Family's corporate headquarters located at 9510 Ormsby Station Road, Suite 300, Louisville, Kentucky 40223, on March 29, 2018 at 11:00 A.M., local time, subject to any adjournments or postponements thereof. The special meeting of Almost Family's stockholders is being held in order to consider and vote on:

the proposal to adopt the merger agreement, which is further described in the sections titled "LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement - The Merger" and "LHC Proposal I: Approval of the Share Issuance and Almost Family Proposal I: Adoption of the Merger Agreement - The Merger Agreement," beginning on pages 61 and 116, respectively, and a copy of which is included as Annex A to this joint proxy statement/prospectus;

the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Almost Family and its named executive officers; and

the proposal to approve any motion to adjourn the Almost Family special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

Only holders of record of Almost Family common stock at the close of business on February 2, 2018, the record date for the Almost Family special meeting, are entitled to notice of, and to vote at, the Almost Family special meeting or any adjournments or postponements thereof. At the close of business on the Almost Family record date, 13,991,588 shares of Almost Family common stock were issued and outstanding, approximately 8.5% of which were held by Almost Family's directors and executive officers and their affiliates. We currently expect that all of Almost Family's directors and executive officers will vote any shares they own in favor of each proposal being submitted to a vote of the Almost Family stockholders at the Almost Family special meeting, although no director or executive officer has entered into any agreement obligating him to do so.

Almost Family stockholders may cast one vote for each share of Almost Family common stock they own. The proposal to adopt the merger agreement requires the affirmative vote of the holders of at least a majority of the outstanding shares of Almost Family common stock entitled to vote on the proposal. Approval, on a non-binding advisory basis, of specific compensatory arrangements relating to the merger between Almost Family and its named executive officers requires the affirmative vote of holders of a majority of the outstanding shares of Almost Family common stock present in person or represented by proxy at the Almost Family Special Meeting and entitled to vote on the proposal, although such vote will not be binding on Almost Family or the combined company. Approval of the adjournment proposal requires the affirmative vote of holders of a majority of the outstanding shares of Almost Family common stock present in person or represented by proxy at the Almost Family Special Meeting and entitled to vote on the proposal. If necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve



the proposal to adopt the merger agreement, the holders of a majority of the outstanding shares present in person or represented by proxy at the Almost Family Special Meeting and entitled to vote on the proposal may approve any motion to adjourn the meeting to another time or place without further notice, other than announcement at the meeting.

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**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA**

**Selected Historical Consolidated Financial Data of LHC**

The following table sets forth selected consolidated financial information and other data for LHC as of and for each of the nine-months periods ended September 30, 2017 and September 30, 2016 and as of and for each of the years in the five-year period ended December 31, 2016. The selected consolidated statement of income data and statement of cash flows data for the years ended December 31, 2016, 2015 and 2014 and the selected consolidated balance sheet data as of December 31, 2016 and 2015 have been derived from, and are qualified by reference to, the audited consolidated financial statements included in LHC's Annual Report on Form 10-K for the year ended December 31, 2016, which is incorporated by reference in this joint proxy statement/prospectus. The selected consolidated statement of income data and statement of cash flows data for the years ended December 31, 2013 and 2012 and the selected consolidated balance sheet data as of December 31, 2014, 2013 and 2012 have been derived from audited consolidated financial statements of LHC that are not included or incorporated by reference in this joint proxy statement/prospectus.

The selected consolidated financial information as of September 30, 2017 and for the nine months ended September 30, 2017 and September 30, 2016 is derived from the unaudited condensed consolidated financial statements included in LHC's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, which is incorporated by reference in this joint proxy statement/prospectus. The selected consolidated financial information as of September 30, 2016 is derived from the unaudited condensed consolidated financial statements included in LHC's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, which is not incorporated by reference in this joint proxy statement/prospectus. The unaudited consolidated financial information includes all adjustments, consisting solely of normal recurring adjustments, which LHC considers necessary for a fair statement of its financial position and results of operations for those periods. The results for the nine months ended September 30, 2017 are not necessarily indicative of the results that might be expected for the entire year ending December 31, 2017 or any other period.

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The consolidated financial information set forth below should be read in conjunction with LHC's consolidated financial statements, related notes and other financial and operating information incorporated by reference in this joint proxy statement/prospectus.

	Nine Months Ended September 30,		Year Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
(in thousands, except per share amounts and certain operating data)							
<b>Consolidated Statements of Operations Data:</b>							
Net service revenue	\$ 779,700	\$ 679,380	\$ 914,823	\$ 816,366	\$ 733,632	\$ 658,283	\$ 637,569
Gross margin	291,316	265,819	357,173	335,488	298,857	274,819	271,817
Operating income	62,024	51,476	70,562	66,343	45,486	46,737	54,305
Income from continuing operations			45,942	41,650	28,752	29,146	35,428
Net income attributable to LHC Group, Inc.'s common stockholders	31,678	26,766	36,583	32,335	21,837	22,342	27,440
Net income attributable to LHC Group, Inc.'s common stockholders:							
Basic	\$ 1.79	\$ 1.53	\$ 2.08	\$ 1.86	\$ 1.27	\$ 1.31	\$ 1.54
Diluted	1.77	1.52	2.07	1.84	1.26	1.30	1.53
Weighted average shares outstanding:							
Basic	17,704,561	17,546,773	17,559,477	17,405,379	17,229,026	17,049,794	17,853,321
Diluted	17,931,700	17,664,284	17,682,820	17,547,531	17,315,333	17,132,751	17,899,195
<b>Consolidated Balance Sheet Data:</b>							
Cash	\$ 16,922	\$ 16,518	\$ 3,264	\$ 6,139	\$ 531	\$ 14,014	\$ 9,720
Total assets	765,053	613,453	614,071	566,054	491,739	422,226	386,894
Total debt	265,272	211,690	199,952	195,853	158,627	115,084	103,254
	429,175	384,315	395,126	354,582	318,639	293,009	268,181

Total LHC  
Group, Inc.  
stockholders  
equity

**Statement of  
Cash Flows  
Data:**

Net cash  
flows  
provided by  
(used in):

Operating activities	\$	61,695	\$	57,843	\$	67,472	\$	59,934	\$	38,657	\$	45,915	\$	74,772
Investing activities		(69,191)		(34,635)		(50,380)		(83,855)		(82,038)		(35,263)		(15,140)
Financing activities		21,154		(12,829)		(19,967)		29,529		29,898		(6,358)		(50,168)

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**Selected Historical Consolidated Financial Data of Almost Family**

The following table sets forth selected consolidated financial information and other data for Almost Family as of and for each of the nine months ended September 29, 2017 and September 30, 2016 and as of and for each of the years in the five-year period ended December 30, 2016. The selected consolidated income statement data for the years ended December 30, 2016, January 1, 2016, and December 31, 2014 and the selected consolidated balance sheet data as of December 30, 2016 and January 1, 2016 have been derived from, and are qualified by reference to, the audited consolidated financial statements included in Almost Family's Annual Report on Form 10-K for the year ended December 30, 2016, which is incorporated by reference in this joint proxy statement/prospectus. The selected consolidated income statement data for the years ended December 31, 2013 and 2012 and the selected consolidated balance sheet data as of December 31, 2014, 2013 and 2012 have been derived from audited consolidated financial statements of Almost Family that are not included or incorporated by reference in this joint proxy statement/prospectus.

The selected consolidated financial information as of September 29, 2017 and for the nine months ended September 29, 2017 and September 30, 2016 is derived from the unaudited condensed consolidated financial statements included in Almost Family's Quarterly Report on Form 10-Q for the quarter ended September 29, 2017, which is incorporated by reference in this joint proxy statement/prospectus. The selected consolidated financial information as of September 30, 2016 is derived from the unaudited condensed consolidated financial statements included in Almost Family's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, which is not incorporated by reference in this joint proxy statement/prospectus. The results for the nine months ended September 29, 2017 are not necessarily indicative of the results that might be expected for the entire year ending December 29, 2017 or any other period.

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The consolidated financial information set forth below should be read in conjunction with Almost Family's consolidated financial statements, related notes and other financial and operating information incorporated by reference in this joint proxy statement/prospectus.

(in thousands, except per share data)	Nine Months Ended		Fiscal Year <sup>(1)</sup>			Calendar	
	September 2017	September 30, 2016	2016	2015	2014	2013	2012
<b>Results of operations data:</b>							
Net service revenues	\$ 596,347	\$ 470,114	\$ 623,541	\$ 532,214	\$ 495,829	\$ 356,912	\$ 340,620
Income from continued operations attributable to Almost Family, Inc.	\$ 11,580	\$ 14,060	\$ 17,653	\$ 20,009	\$ 13,763	\$ 8,784	\$ 16,802
Discontinued operations						(558)	482
Net income attributable to Almost Family, Inc.	\$ 11,580	\$ 14,060	\$ 17,653	\$ 20,009	\$ 13,763	\$ 8,226	\$ 17,284
Per share:							
Basic:							
Number of shares	13,385	10,150	10,153	9,505	9,333	9,279	9,285
Income from continued operations attributable to Almost Family, Inc.	\$ 0.87	\$ 1.39	\$ 1.74	\$ 2.11	\$ 1.47	\$ 0.95	\$ 1.81
Discontinued operations						(0.06)	0.05
Net income attributable to Almost Family, Inc.	\$ 0.87	\$ 1.39	\$ 1.74	\$ 2.11	\$ 1.47	\$ 0.89	\$ 1.86
Diluted:							
Number of shares	13,627	10,328	10,346	9,745	9,462	9,374	9,324
Income from continued operations attributable to Almost Family, Inc.	\$ 0.85	\$ 1.36	\$ 1.71	\$ 2.05	\$ 1.45	\$ 0.94	\$ 1.80
Discontinued operations						(0.06)	0.05
Net income attributable to Almost Family, Inc.	\$ 0.85	\$ 1.36	\$ 1.71	\$ 2.05	\$ 1.45	\$ 0.88	\$ 1.85
Dividend declared per share							2
<b>Balance sheet data:</b>							
Working capital	\$ 97,822	\$ 66,472	\$ 68,904	\$ 54,643	\$ 40,274	\$ 44,148	\$ 62,541
Total assets	\$ 731,873	\$ 658,712	\$ 658,712	\$ 464,769	\$ 345,258	\$ 354,362	\$ 249,259
Long-term liabilities	\$ 167,174	\$ 302,682	\$ 302,682	\$ 136,048	\$ 60,432	\$ 83,436	\$ 17,846
Total liabilities	\$ 237,085	\$ 354,532	\$ 354,532	\$ 190,869	\$ 112,066	\$ 136,669	\$ 44,944
	\$ 2,256	\$ 2,256	\$ 2,256	\$ 3,639	\$ 3,639	\$ 3,639	

Noncontrolling interest-redeemable Innovations	Healthcare							
Stockholders equity		\$ 492,532	\$ 301,924	\$ 301,924	\$ 270,261	\$ 229,553	\$ 214,054	\$ 204,315

**Statement of Cash Flows****Data:**

Net cash flows provided by  
(used in):

Operating activities	\$ 14,799	\$ 15,285	\$ 24,443	\$ 21,206	\$ 6,986	\$ 19,546	\$ 16,027
Investing activities	(6,485)	(35,620)	(166,622)	(86,695)	(2,200)	(90,967)	(2,963)
Financing activities	725	19,640	144,767	66,125	(10,146)	55,209	(21,581)

(1) Almost Family changed to a 52-53 week reporting calendar in 2015.

**Table of Contents****COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA**

Presented below are LHC's historical per share data for the nine months ended September 30, 2017 and the year ended December 31, 2016, Almost Family's historical per share data for the nine months ended September 29, 2017 and the year ended December 30, 2016, and unaudited pro forma combined per share data for the nine months ended September 30, 2017 and the year ended December 31, 2016. This information should be read together with the consolidated financial statements and related notes of LHC and Almost Family that are incorporated by reference in this joint proxy statement/prospectus and with the unaudited pro forma combined financial data included under

Unaudited Pro Forma Combined Financial Information beginning on page 29. The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the beginning of the periods presented, nor is it necessarily indicative of the future operating results or financial position of the combined company. LHC has a fiscal year-end of December 31 and Almost Family has a fiscal year-end that varies year-to-year. In 2016, Almost Family's fiscal year-end was December 30. Because of these differences, the following unaudited pro forma combined per share data for the nine months ended September 30, 2016 and the year ended December 31, 2016 combines the historical per share data of LHC for the nine months ended September 30, 2016 and its fiscal year ended December 31, 2016 and the historical per share data of Almost Family for the nine months ended September 29, 2016 and its fiscal year ended December 30, 2016.

The historical book value per share is computed by dividing total stockholders' equity by the number of shares of common stock outstanding at the end of the period. The pro forma earnings per share of the combined company is computed by dividing the pro forma net income by the pro forma weighted average number of shares outstanding. The pro forma book value per share of the combined company is computed by dividing total pro forma stockholders' equity by the pro forma number of shares of common stock outstanding at the end of the period. The Almost Family unaudited pro forma equivalent per share financial information is computed by multiplying the LHC unaudited pro forma combined per share amounts by the exchange ratio (0.9150 shares of LHC common stock for each share of Almost Family common stock).

<b>LHC-Historical</b>	<b>Nine Months Ended September 30, 2017</b>	<b>Year Ended December 31, 2016</b>
Earnings per common share:		
Basic	\$ 1.79	\$ 2.08
Diluted	\$ 1.77	\$ 2.07
Book value per share of common stock (as of period end)	\$ 24.19	\$ 22.45
Dividends per share of common stock	\$	\$

<b>Almost Family-Historical</b>	<b>Nine Months Ended September 29, 2017</b>	<b>Year Ended December 30, 2016</b>
Earnings per common share:		
Basic	\$ 0.87	\$ 1.74
Diluted	\$ 0.85	\$ 1.71
Book value per share of common stock (as of period end)	\$ 32.86	\$ 29.15
Dividends per share of common stock	\$	\$



<b>LHC pro forma combined amounts</b>	<b>Nine Months Ended September 30, 2017</b>	<b>Year Ended December 31, 2016</b>
Earnings per common share:		
Basic	\$ 1.38	\$ 1.70
Diluted	\$ 1.36	\$ 1.68
Book value per share of common stock (as of period end)	\$ 41.69	40.56

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<b>Almost Family pro forma equivalent per share data</b>	<b>Nine Months Ended September 29, 2017</b>	<b>Year Ended December 30, 2016</b>
Earnings per common share:		
Basic	\$ 1.26	\$ 1.56
Diluted	\$ 1.24	\$ 1.54
Book value per share of common stock (as of period end)	\$ 38.15	37.11

The book value per share of common stock disclosed above for LHC pro forma combined amounts and Almost Family pro forma equivalents as of the year ended December 31, 2016 includes the 3.6 million shares issued by Almost Family during the nine months ended September 30, 2017.

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**Table of Contents****UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION**

The following unaudited pro forma combined financial information is presented to illustrate the estimated effects of the merger based on the historical financial statements and accounting records of LHC and Almost Family after giving effect to the merger and the merger-related pro forma adjustments as described in the notes below.

The unaudited pro forma combined balance sheet combines the historical consolidated balance sheets of LHC and Almost Family, giving effect to the merger as if it had been consummated on September 30, 2017. The unaudited pro forma combined statements of income for the nine months ended September 30, 2017 and for the year ended December 31, 2016 combine the historical consolidated statements of income of LHC and Almost Family, giving effect to the merger as if it had been consummated on January 1, 2016, the beginning of the earliest period presented. The historical consolidated financial statements of Almost Family have been adjusted to reflect certain reclassifications in order to conform with LHC's financial statement presentation.

The unaudited pro forma combined financial statements were prepared using the acquisition method of accounting for business combinations pursuant to the provisions of Accounting Standards Codification (ASC) Topic 805, Business Combinations (ASC 805), with LHC considered the acquirer of Almost Family for accounting purposes. Accordingly, consideration given by LHC to complete the merger will be allocated to the assets and liabilities of Almost Family based upon their estimated fair values as of the date of completion of the merger. As of the date of this joint proxy statement/prospectus, LHC has not completed the detailed valuation studies necessary to arrive at the required estimates of the fair value of the Almost Family assets to be acquired and the liabilities to be assumed and the related allocations of merger consideration, nor has it identified all adjustments necessary to conform Almost Family's accounting policies to LHC's accounting policies. A final determination of the fair value of Almost Family's assets and liabilities will be based on the actual net tangible and intangible assets and liabilities of Almost Family that exist as of the date of completion of the merger and therefore cannot be made prior to the completion of the transaction. Additionally, the value of the per share consideration to be given by LHC to complete the merger will be determined based on the trading price of LHC's common stock at the time of the completion of the merger. Accordingly, the pro forma merger consideration allocation and adjustments are preliminary and are subject to further adjustments as additional information becomes available and as additional analyses are performed. The preliminary pro forma merger consideration allocation and adjustments have been made solely for the purpose of providing the unaudited pro forma combined financial statements presented below. LHC estimated the fair value of Almost Family's assets and liabilities based on discussions with Almost Family's management, preliminary valuation studies, due diligence and information presented in public filings. Until the merger is completed, both companies are limited in their ability to share information with each other. Upon completion of the merger, final valuations will be performed. Increases or decreases in the fair value of relevant balance sheet amounts will result in adjustments to the balance sheet and/or statements of income until the allocation of merger consideration is finalized. There can be no assurance that such finalization will not result in material changes.

These unaudited pro forma combined financial statements have been developed from and should be read in conjunction with (i) the unaudited interim consolidated financial statements of each of LHC and Almost Family for the quarterly period ended September 30, 2017 and September 29, 2017, respectively, contained in their respective Quarterly Reports on Form 10-Q for the fiscal quarter ended September 30, 2017 and September 29, 2017, respectively, and (ii) the audited consolidated financial statements of each of LHC and Almost Family contained in their respective Annual Reports on Form 10-K for the fiscal year ended December 31, 2016 and December 30, 2016, respectively, all of which are incorporated by reference into this joint proxy statement/prospectus. The unaudited pro forma combined financial statements are provided for illustrative purposes only and do not purport to represent what the actual consolidated results of operations or the consolidated financial position of LHC would have been had the merger occurred on the dates assumed, nor are they necessarily indicative of future consolidated results of operations

or consolidated financial position.

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Pro forma adjustments are included only to the extent they are (i) directly attributable to the merger, (ii) factually supportable and (iii) with respect to the unaudited pro forma combined statement of income, expected to have a continuing impact on the combined results. LHC expects to incur significant costs associated with integrating the operations of LHC and Almost Family. The unaudited pro forma combined financial statements do not reflect the costs of any integration activities or benefits that may result from realization of future cost savings from operating efficiencies or revenue synergies expected to result from the merger.

**Table of Contents****Unaudited Pro Forma Combined Balance Sheet****At September 30, 2017**

(amounts in thousands)

	<b>LHC Group, Inc.</b>	<b>Almost Family, Inc.  (as of September 29, 2017)</b>	<b>Pro Forma Adjustments</b>	<b>Notes</b>	<b>Pro Forma Surviving Corporation</b>
<b>ASSETS</b>					
Current assets:					
Cash	\$ 16,922	\$ 19,149			\$ 36,071
Receivables:					
Patient accounts receivable, net	145,508	131,873	3,210		280,591
Other receivables	4,705				4,705
Amounts due from governmental entities	830				830
Total receivables, net	151,043	131,873	3,210		286,126
Prepaid income taxes	4,879		5,942	2,3a	10,821
Prepaid expenses	11,437	16,711	(6,928)	2	21,220
Other current assets	7,331		3,421	2	10,752
Total current assets	191,612	167,733	5,645		364,990
Property, building and equipment, net	47,562	16,489			64,051
Goodwill	392,689	390,552	356,149	3b	1,139,390
Intangible assets, net	130,779	145,363	49,333	3c	325,475
Other assets	2,411	7,936	(3,210)		7,137
Assets held for sale		3,800			3,800
Total assets	\$ 765,053	\$ 731,873	\$ 407,917		\$ 1,904,843
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>					
Current liabilities:					
Accounts payable and other accrued liabilities	\$ 40,355	\$ 19,218	1,385		\$ 60,958
Accrued other liabilities		50,693	(45,142)	2	5,551
Salaries, wages, and benefits payable	53,289		28,098	2	81,387
Self-insurance reserve	9,524		15,659	2	25,183
Current portion of long-term debt	261				261
Amounts due to governmental entities	4,564				4,564
Total current liabilities	107,993	69,911			177,904

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Deferred income taxes	38,186	26,769	19,289	3d	84,244
Revolving credit facility	119,000	120,374			239,374
Seller s Notes		12,761			12,761
Other Liabilities		7,270	(4,344)	2	2,926
Income tax payable			4,344	2	4,344
Long-term debt, less current portion	93				93
<b>Total liabilities</b>	<b>265,272</b>	<b>237,085</b>	<b>19,289</b>		<b>521,646</b>
Noncontrolling interest redeemable	13,206	2,256			15,462
Stockholders equity:					
Stockholders equity:					
Common stock	226	1,414	(1,285)	3e	355
Treasury stock	(42,226)	(5,825)	5,825	3e	(42,226)
Additional paid-in capital	125,208	288,329	562,554	3e	976,091
Retained earnings	345,967	174,962	(178,466)	3e	342,463
<b>Total stockholders equity</b>	<b>429,175</b>	<b>458,880</b>	<b>388,628</b>		<b>1,276,683</b>
Noncontrolling interest non-redeemable	57,400	33,652			91,052
<b>Total equity</b>	<b>486,575</b>	<b>492,532</b>	<b>388,628</b>		<b>1,367,735</b>
<b>Total liabilities and equity</b>	<b>\$ 765,053</b>	<b>\$ 731,873</b>	<b>\$ 407,917</b>		<b>\$ 1,904,843</b>

The accompanying notes are an integral part of the unaudited pro forma combined financial statements.

**Table of Contents****Unaudited Pro Forma Combined Statement of Income****For the Nine Months Ended September 30, 2017***(amounts in thousands, except per share data)*

	<b>LHC Group, Inc.</b>	<b>Almost Family, Inc. (September 29, 2017)</b>	<b>Pro Forma Adjustments</b>	<b>Notes</b>	<b>Pro Forma Surviving Corporation</b>
Net service revenue	\$ 779,700	\$ 596,347	\$		\$ 1,376,047
Cost of service revenue	488,384	314,097			802,481
Gross margin	291,316	282,250			573,566
Provision for bad debts	8,238		11,151	2	19,389
General and administrative expenses	221,077	257,117	(9,325)	2,4a	468,869
(Gain) loss on disposal of assets	(23)				(23)
Operating income	62,024	25,133	(1,826)		85,331
Interest expense	(2,615)	(5,794)			(8,409)
Income before income taxes and noncontrolling interest	59,409	19,339	(1,826)		76,922
Income tax expense	20,410	5,713	(749)	4b	25,374
Net income	38,999	13,626	(1,077)		51,548
Less net income attributable to noncontrolling interests	7,321	2,046			9,367
Net income attributable to common stockholders	\$ 31,678	\$ 11,580	\$ (1,077)		\$ 42,181
Earnings per share attributable to common stockholders:					
Basic	\$ 1.79	\$ 0.87		4c	\$ 1.38
Diluted	\$ 1.77	\$ 0.85		4c	\$ 1.36
Weighted average shares outstanding:					
Basic	17,705	13,385		4c	30,621
Diluted	17,932	13,627		4c	31,119

The accompanying notes are an integral part of the unaudited pro forma combined financial statements.



**Table of Contents****Unaudited Pro Forma Combined Statement of Income****For the Year Ended December 31, 2016***(amounts in thousands, except per share data)*

	<b>For the year ended December 31, 2016</b>				
	<b>LHC Group, Inc.</b>	<b>Almost Family, Inc.</b>	<b>Pro Forma Adjustments</b>	<b>Notes</b>	<b>Pro Forma Surviving Corporation</b>
Net service revenue	\$ 914,823	\$ 623,541	\$		\$ 1,538,364
Cost of service revenue	557,650	335,472			893,122
Gross margin	357,173	288,069			645,242
Provision for bad debts	14,790		11,708	2	26,498
General and administrative expenses	270,622	253,137	(7,595)	2,4a	516,164
Loss on disposal of assets	1,199				1,199
Operating income	70,562	34,932	(4,113)		101,381
Interest expense	(2,936)	(5,776)			(8,712)
Non-operating income	492				492
Income from continuing operations before income taxes and noncontrolling interests	68,118	29,156	(4,113)		93,161
Income tax expense	22,176	10,984	(1,686)	4b	31,474
Income from continuing operations	45,942	18,172	(2,427)		61,687
Less net income attributable to noncontrolling interests	9,359	519			9,878
Net income attributable to common stockholders	\$ 36,583	\$ 17,653	\$ (2,427)		\$ 51,809
Earnings per share basic:					
Net income attributable to common stockholders	\$ 2.08	\$ 1.74		4c	\$ 1.70
Earnings per share diluted:					
Net income attributable to common stockholders	\$ 2.07				