

GREENWAY MEDICAL TECHNOLOGIES INC

Form 4

November 05, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pamlico Capital II, L.P.

2. Issuer Name and Ticker or Trading Symbol
GREENWAY MEDICAL TECHNOLOGIES INC [GWAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
150 NORTH COLLEGE STREET, SUITE 2400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

CHARLOTTE, NC 28202

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	11/04/2013		U	5,284,679 D \$ 20.35	0	I	See footnotes (1) (2)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
Stock Option (right to buy)	\$ 6.92	11/04/2013		U	10,000	<u>(3)</u>	10/18/2020	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pamlico Capital II, L.P. 150 NORTH COLLEGE STREET SUITE 2400 CHARLOTTE, NC 28202		X		
Pamlico Capital GP II LLC 150 NORTH COLLEGE STREET SUITE 2400 CHARLOTTE, NC 28202		X		

Signatures

Pamlico Capital II, L.P., /s/ Kristy Burleigh	11/05/2013
**Signature of Reporting Person	Date
Pamlico Capital GP II, LLC, /s/ Watts Hamrick	11/05/2013
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The sole general partner of Pamlico Capital II, L.P. is Pamlico Capital GP II LLC (together with Pamlico Capital II, L.P., the "Reporting Persons"). The managing members of Pamlico Capital GP II are Scott B. Perper, L. Watts Hamrick, III and Frederick W. Eubank, II and
- (1) all matters relating to the voting or disposition of the shares beneficially owned by Pamlico Capital II, L.P. require the approval of a majority of such managing members. Scott B. Perper, L. Watts Hamrick, III and Frederick W. Eubank, II each disclaim beneficial ownership of the shares beneficially owned by Pamlico Capital II, L.P.
 - (2) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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- This option was granted to D. Neal Morrison, a director of the Issuer and member of the Reporting Person. Pursuant to certain legal agreements with the Reporting Person, Mr. Morrison is deemed to hold the option for the benefit of the Reporting Person and its affiliates
- (3) and may exercise the option only upon the direction of the Reporting Person. This option, which is fully vested, was canceled in the merger in exchange for a cash payment of \$134,300, representing the difference between the exercise price of the option and \$20.35 per share of the underlying Greenway Medical Technologies, Inc. common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.