

Richardson Kevin A II
Form 4
March 11, 2013

FORM 4

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

OMB APPROVAL

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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 *
Richardson Kevin A II

2. Issuer Name and Ticker or Trading Symbol
SANUWAVE Health, Inc. [SNWV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 CUMMINGS CENTER, SUITE 324 C

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2013

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

(Street)

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

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

BEVERLY, MA 01915

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$0.001 par value | | | | | 1,440,504 | D | |
| Common Stock, \$0.001 par value | | | | | 9,081,989 | I | Footnote (1) |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Options | \$ 2.92 | 02/21/2013 | | D | 5,000 | (3) (3) | Common Stock, \$0.001 par value 5,000 |
| Options | \$ 4.05 | 02/21/2013 | | D | 5,000 | (4) (4) | Common Stock, \$0.001 par value 5,000 |
| Options | \$ 2 | 02/21/2013 | | D | 5,000 | (5) (5) | Common Stock, \$0.001 par value 5,000 |
| Options | \$ 0.35 | 02/21/2013 | | A | 115,000 | (6) 02/21/2023 | Common Stock, \$0.001 par value 115,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Richardson Kevin A II 100 CUMMINGS CENTER SUITE 324 C BEVERLY, MA 01915 | X | X | | |

Signatures

Kevin A.
Richardson, II 03/11/2013

**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).

These securities are owned directly by Prides Capital Fund I, L.P. Prides Capital Partners LLC is a general partner of Prides Capital Fund I, L.P. and Mr. Richardson is the controlling shareholder of Prides Capital Partners LLC; therefore, he may be deemed to be the beneficial owner of such securities. Mr. Richardson has also been deputized by Prides Capital Partners LLC to serve on the board of directors of the

- (1) By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Mr. Richardson may be deemed to be the beneficial owner of an indeterminate portion of the securities of SANUWAVE Health, Inc. beneficially owned by Prides Capital Fund I, L.P. Mr. Richardson disclaims beneficial ownership of all such securities except to the extent of any indirect pecuniary interest (within the meaning of Rule 16a-1 of the Exchange Act) therein. This Form 4 shall not be deemed an admission that Mr. Richardson is a beneficial owner

- (2) On February 21, 2013, the issuer, by mutual agreement with the reporting person, cancelled options granted to the reporting person on September 15, 2009, January 29, 2010, and November 1, 2010. In exchange for these options, the reporting person received a new option to purchase 115,000 shares of common stock, \$0.001 par value, at an exercise price of \$0.35 per share.

- (3) This option for 5,000 shares fully vested on September 15, 2009.

- (4) This option for 5,000 shares would have vested on the following schedule: (i) 1,250 vested on January 29, 2011; (ii) 1,250 vested on January 29, 2012; (iii) 1,250 vested on January 29, 2013; and (iv) 1,250 would have vested on January 29, 2014.

- (5) This option for 5,000 shares fully vested on November 1, 2010.

- (6) This option for 115,000 shares vests on the following schedule: (i) 38,334 upon the date of grant; (ii) 38,333 on February 21, 2014; and (iii) 38,333 on February 21, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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