

MERGE HEALTHCARE INC

Form 4

October 15, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wells Antonia

2. Issuer Name **and** Ticker or Trading
Symbol
MERGE HEALTHCARE INC
[MRGE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
6303 AIRPORT ROAD,, SUITE 500
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/13/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President, International & R&D

MISSISSAUGA, A6 L4V 1R8

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/13/2015		D	113,323	D	0	D
Restricted Common Stock	10/13/2015		D	117,250	D	0	D

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 or Number of Shares
Stock Options	\$ 2.5	10/13/2015		D	50,000	(2) 05/03/2016	Common Stock 50,000
Stock Options	\$ 6.33	10/13/2015		D	100,000	(3) 02/28/2018	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wells Antonia 6303 AIRPORT ROAD, SUITE 500 MISSISSAUGA, A6 L4V 1R8	President, International & R&D

Signatures

/s/ Julie Ann B. Schumitsch, as Power of Attorney for Antonia A. Wells

10/15/2015

____ Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Restricted Stock Award ("RSA") granted pursuant to the 2005 Equity Incentive Plan (a Rule 16b-3 shareholder approved employee benefit plan) of Issuer, originally provided for the restrictions on such shares to lapse with such shares becoming immediately and fully vested to the extent of thirty three percent (33%) of such shares on each November 5, 2014 and November 5, 2015, and thirty four percent (34%) of such shares on November 5, 2016, subject to additional terms and conditions as set forth in the Reporting Person's RSA agreement. Pursuant to the Merger, the remaining shares outstanding under the RSA were cancelled in exchange for a cash payment equal to the Merger Consideration, payable on the remaining shares vesting on the respective vesting dates of November 5, 2015 (\$411,757.50) and November 5, 2016 (\$424,235), subject to the same additional terms and conditions as set forth in the Reporting Person's RSA agreement.

(2) This Nonqualified Stock Option granted on May 4, 2010, which vested in four (4) equal annual installments to purchase 12,500 shares of Common Stock on each of May 4, 2011, May 4, 2012, May 4, 2013 and May 4, 2014, was cancelled at the effective time of the Merger in exchange for a cash payment of \$231,500, less applicable withholding taxes, representing the difference between the exercise price of the option and the Merger Consideration.

(3) This Nonqualified Stock Option granted on March 1, 2012, which vested in four (4) equal annual installments to purchase 25,000 shares of Common Stock on each of March 1, 2013, March 1, 2014, March 1, 2015 and March 1, 2016, was cancelled at the effective time of the Merger in exchange for a cash payment of \$80,000, less applicable withholding taxes, representing the difference between the exercise

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price of the option and the Merger Consideration.

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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