

AMEDISYS INC

Form 3

November 14, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *

Â North Michael Paul

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/03/2016

3. Issuer Name **and** Ticker or Trading Symbol
AMEDISYS INC [AMED]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Information Officer

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

3854 AMERICAN WAY, SUITE
A

(Street)

BATON ROUGE,Â LAÂ 70816

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

9,375 ⁽¹⁾ ⁽²⁾

D

Â

Common Stock

115.3463

I

By 401(k) Plan

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (3)	06/02/2025	Common Stock	22,500	\$ 32.56	D	Â
Stock Option (Right to Buy)	Â (4)	06/02/2025	Common Stock	5,625	\$ 32.56	D	Â
Stock Option (Right to Buy)	Â (5)	06/02/2025	Common Stock	5,625	\$ 32.56	D	Â
Stock Option (Right to Buy)	Â (6)	06/02/2025	Common Stock	5,625	\$ 32.56	D	Â
Stock Option (Right to Buy)	Â (7)	06/02/2025	Common Stock	5,625	\$ 32.56	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	5,625	\$ (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
North Michael Paul 3854 AMERICAN WAY, SUITE A BATON ROUGE, LA 70816	Â	Â	Â Chief Information Officer	Â

Signatures

/s/ Jennifer R. Guckert, pursuant to a power of attorney

11/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes (i) 7,500 shares of time-based Restricted Stock Units ("RSUs"), each of which represents a contingent right to receive one share of the Issuer's common stock, of which 1,875 RSUs vested on June 4, 2016 and the remaining 5,625 RSUs will vest in installments of 1,875 RSUs on each of June 4, 2017, June 4, 2018 and June 4, 2019, provided that the Reporting Person remains continuously employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs; and (ii) 1,875 RSUs that were subject to performance-based vesting conditions which were met upon the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal year 2015,

(2) (Continued from Footnote 1) of which 625 vested on June 4, 2016 and the remaining 1,250 will vest subject to additional time-based vesting conditions (625 each on June 4, 2017 and 2018), assuming the Reporting Person remains continuously employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs.

(3) The Stock Options are subject to time-based vesting conditions. 5,625 Stock Options vested on June 2, 2016 and the remaining 16,875 Stock Options will vest in installments of 5,625 Stock Options on each of June 2, 2017, June 2, 2018 and June 2, 2019, provided that the Reporting Person remains continuously employed by the Issuer on each such date, subject to pro-rated vesting provisions as provided in the award agreement for the Stock Options.

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- The Stock Options were subject to performance-based vesting conditions which were met upon the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal year 2015. The Stock Options
- (4) are also subject to additional time-based vesting conditions. 1,875 Stock Options vested on June 2, 2016 and the remaining 3,750 Stock Options will vest on each of June 2, 2017 and 2018, assuming the Reporting Person remains continuously employed by the Issuer on such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the Stock Options.

- The Stock Options are subject to performance-based vesting conditions and will vest, if at all, based on (i) the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal year 2016 and
- (5) (ii) additional time-based vesting conditions (one-third on each of June 2, 2017, June 2, 2018 and June 2, 2019), assuming the Reporting Person remains continuously employed by the Issuer on such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the Stock Options.

- The Stock Options are subject to performance-based vesting conditions and will vest, if at all, based on (i) the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal year 2017 and
- (6) (ii) additional time-based vesting conditions (one-third on each of June 2, 2018, June 2, 2019 and June 2, 2020), assuming the Reporting Person remains continuously employed by the Issuer on such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the Stock Options.

- The Stock Options are subject to performance-based vesting conditions and will vest, if at all, based on the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal year 2018 and
- (7) (ii) additional time-based vesting conditions (one-third on each of June 2, 2019, June 2, 2020 and June 2, 2021), assuming the Reporting Person remains continuously employed by the Issuer on such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the Stock Options.

- The RSUs awarded are subject to performance-based vesting and will vest (i) on the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal years 2016 through 2018, respectively, and (ii)
- (8) additional time-based vesting conditions (2016 Tranche: one-third on each of June 4, 2017, 2018 and 2019; 2017 Tranche: one-third on each of June 4, 2018, 2019 and 2020; and 2018 Tranche: one-third on each of June 4, 2019, 2020 and 2021), assuming the Reporting Person remains continuously employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs.

Â

Remarks:

ExhibitÂ 24.1-PowerÂ ofÂ Attorney

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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