

LUMSDAINE ALFRED
Form 4
September 28, 2018

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 *
LUMSDAINE ALFRED

(Last) (First) (Middle)
1573 MALLORY LANE, SUITE 100
(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Quorum Health Corp [QHC]

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & Chief Financial Officer

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

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, par value \$0.0001 per share	09/27/2018		J ⁽¹⁾		100,000	D ⁽¹⁾	\$ 0 0
Common stock, par value \$0.0001 per share	09/27/2018		A ⁽¹⁾		100,000	A ⁽¹⁾	\$ 0 100,000

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUMSDAINE ALFRED 1573 MALLORY LANE SUITE 100 BRENTWOOD, TN 37027			EVP & Chief Financial Officer	

Signatures

/s/ R. Harold McCard, Jr., Attorney in Fact for Alfred Lumsdaine

09/28/2018

__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).

On September 27, 2018, Quorum Health Corporation (the "Issuer") and the reporting person entered into an Acknowledgement of Award Cancellation cancelling the March 9, 2018 award of 100,000 shares of the Issuer's restricted common stock because it was issued in excess of the limitations under the Issuer's 2016 Stock Award Plan. Thereafter, the Issuer re-granted to the reporting person 100,000 shares of restricted common stock as an inducement award outside the Issuer's 2016 Stock Award Plan in reliance on the employment inducement exemption to shareholder approval provided under the New York Stock Exchange's Listed Company Manual Rule 303A.08.

50% of the award is time-vested restricted stock and vests in three equal installments beginning on the first anniversary of March 9, 2018, and 50% of the award is performance-based restricted common stock and vests, if at all, over a two-year performance period based on the achievement of target cumulative same store net revenue and target cumulative adjusted EBITDA, each weighted 50%.

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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