

Apollo Medical Holdings, Inc.
 Form 3/A
 April 29, 2016

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Lam Thomas S. | | (Month/Day/Year) | Apollo Medical Holdings, Inc. [AMEH] | |
| (Last) | (First) | (Middle) | 03/28/2016 | |
| 1668 S. GARFIELD AVENUE, 2ND FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 01/25/2016 |
| ALHAMBRA, CA 91801 | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 ⁽¹⁾ | 0 ⁽¹⁾ | I ⁽¹⁾ | See footnote ⁽¹⁾ |

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

SEC 1473 (7-02)

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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 of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|----------------------------------|----------------------------|---|
| Series A Preferred Stock | 10/14/2015 | Â (2)(3) | Common Stock 1,111,111 (4) | \$ (2) (3) | I By Network Medical Management, Inc. (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lam Thomas S. 1668 S. GARFIELD AVENUE 2ND FLOOR ALHAMBRA, CA 91801 | Â X | Â | Â | Â |

Signatures

/s/ Thomas S. Lam, M.D. 04/14/2016

**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) The Common Stock previously listed in Table I of the Form 3 filed by the Reporting Person on January 25, 2016, is in fact a derivative security, and is hereby deleted from Table I.

On March 28, 2016, the Issuer filed an Amended and Restated Certificate of Designation (the "Amended Certificate of Designation") which amended a provision of the Certificate of Designation dated October 15, 2015 (the "Original Certificate of Designation") that created the Issuer's Series A Preferred Stock (the "Series A Preferred Stock"), which was sold to the Reporting Party on October 15, 2015.
 - (2) The Amended Certificate of Designation changed a triggering event for the mandatory conversion of the Series A Preferred Stock. The Series A Preferred Stock had been mandatorily convertible if the Issuer receives aggregate gross proceeds of not less than \$5,000,000 in one or more transactions for the sale of its equity securities or securities convertible into, or exchangeable for, equity securities (other than the transaction pursuant to which the Series A Preferred Stock is being issued).

The Amended Certificate of Designation now provides that the Series A Preferred Stock is mandatorily convertible if the Issuer receives aggregate gross proceeds of not less than \$5,000,000 in one or more transactions for the sale of its equity securities or securities
 - (3) convertible into, or exchangeable for, equity securities (other than any transactions with the holder of the Series A Preferred Stock). Furthermore, the Amended Certificate of Designation provides that the Series A Preferred Stock and the Series B Preferred Stock will participate pro rata and pari passu in distributions upon the liquidation, winding up or dissolution of the company.
 - (4) Represents securities held by Network Medical Management, Inc. ("NMM") prior to Reporting Person becoming a director of the Issuer.

These shares are owned directly by NMM, of which Reporting Person is a director, officer and shareholder. Reporting Person disclaims
 - (5) beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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.