

LHC Group, Inc
Form 4/A
August 02, 2013

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 *
Coliseum Capital Management, LLC

(Last) (First) (Middle)

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LHC Group, Inc [LHCG]

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
03/18/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | 03/14/2013 | | P | | 3,101 (1) | A | \$ 20.69 (1) | 2,525,418 (1) I | See Footnote (1) |
| Common Stock | 03/15/2013 | | P | | 24,100 (1) | A | \$ 21.24 (1) | 2,549,518 (1) I | See 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) | 8. Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | (1) | 03/15/2013 | | A(1) | | 1,166 | | 11/15/2013 | 11/15/2013 | Common Stock | 1,166 |
| Phantom Stock | (1) | 03/15/2013 | | A(1) | | 1,167 | | 11/15/2014 | 11/15/2014 | Common Stock | 1,167 |
| Phantom Stock | (1) | 03/15/2013 | | A(1) | | 1,167 | | 11/15/2015 | 11/15/2015 | Common Stock | 1,167 |
| Phantom Stock | (1) | 03/15/2013 | | A(1) | | 2,700 | | 03/01/2014 | 03/01/2014 | Common Stock | 2,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902 | | X | | |
| Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902 | X | X | | |
| Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902 | X | X | | |
| COLISEUM CAPITAL PARTNERS L P METRO CENTER | X | X | | |

1 STATION PLACE, 7TH FLOOR SOUTH
STAMFORD, CT 06902

Coliseum Capital Partners II, L.P.

METRO CENTER

1 STATION PLACE, 7TH FLOOR SOUTH
STAMFORD, CT 06902

X

BLACKWELL PARTNERS LLC

C/O DUMAC, LLC

406 BLACKWELL STREET, SUITE 300
DURHAM, NC 27701

X

Gray Adam

METRO CENTER

1 STATION PLACE, 7TH FLOOR SOUTH
STAMFORD, CT 06902

X

X

Signatures

Coliseum Capital Management, LLC, By: /s/ Christopher Shackelton,
Manager

08/02/2013

__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).
- (1) See Joint Filer Information on Exhibit 99.1 for information with respect to the nature of Coliseum Capital Management, LLC's indirect ownership and details regarding the transactions reported herein and the nature of the beneficial ownership of the reporting persons.

Remarks:

Christopher Shackelton is a director of the Issuer. As a result, Coliseum Capital, LLC, Coliseum Capital Partners, L.P. and Ad may be deemed directors by deputization of the Issuer solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

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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