

AMEDISYS INC

Form 3

November 14, 2016

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated 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 Officer6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person3854 AMERICAN WAY, SUITE  
A

(Street)

BATON ROUGE,Â LAÂ 70816

(City)

(State)

(Zip)

**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

9,375 <sup>(1)</sup> <sup>(2)</sup>

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)

**Persons who respond to the collection of  
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<br>Exercisable | Expiration<br>Date | Title        | Amount or<br>Number of<br>Shares | Derivative<br>Security | Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(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<br>3854 AMERICAN WAY, SUITE A<br>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.

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### 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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