

MERGE HEALTHCARE INC
Form 4
October 15, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
GUGGENHEIM CAPITAL LLC

2. Issuer Name and Ticker or Trading Symbol
MERGE HEALTHCARE INC
[MRGE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
227 WEST MONROE, SUITE 4900

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/13/2015

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

CHICAGO, IL 60606

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/13/2015		C		8,963,302	A	(1)	8,963,302	I	See footnotes (3) (8)
Common Stock	10/13/2015		C		2,202,299	A	(1)	2,202,299	I	See footnotes (4) (8)
Common Stock	10/13/2015		C		110,236	A	(1)	110,236	I	See footnotes (5) (8)
Common Stock	10/13/2015		C		27,861	A	(1)	27,861	I	See footnotes

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								(6) (8)
Common Stock	10/13/2015	C	810,157	A	<u>(1)</u>	810,157	I	See footnotes (7) (8)
Common Stock	10/13/2015	<u>U(2)</u>	8,963,302	D	\$ <u>(2)</u>	7.13 0	I	See footnotes (3) (8)
Common Stock	10/13/2015	<u>U(2)</u>	2,202,299	D	\$ <u>(2)</u>	7.13 0	I	See footnotes (4) (8)
Common Stock	10/13/2015	<u>U(2)</u>	110,236	D	\$ <u>(2)</u>	7.13 0	I	See footnotes (5) (8)
Common Stock	10/13/2015	<u>U(2)</u>	27,861	D	\$ <u>(2)</u>	7.13 0	I	See footnotes (6) (8)
Common Stock	10/13/2015	<u>U(2)</u>	810,157	D	\$ <u>(2)</u>	7.13 0	I	See footnotes (7) (8)

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

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.

SEC 1474 (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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Series A Convertible Preferred Stock	<u>(1)</u>	10/13/2015		C	36,996	02/25/2015 <u>(1)</u>	<u>(1)</u>	Common Stock	8,963
Series A Convertible Preferred Stock	<u>(1)</u>	10/13/2015		C	9,090	02/25/2015 <u>(1)</u>	<u>(1)</u>	Common Stock	2,202

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).

Each share of Preferred Stock was converted into a number of shares of Common Stock calculated by dividing (i) the liquidation value of

(1) \$1,000 per share of Preferred Stock plus the accrued but unpaid dividends on the Preferred Stock by (ii) a conversion price of \$4.14. Each share of Preferred Stock was convertible at any time, at the holder's election, and had no expiration date.

(2) These shares of Common Stock were disposed of pursuant to merger agreement between the Issuer and International Business Machines Corporation in exchange for the right to receive \$7.13 in cash at the effective time of the merger.

(3) Held directly by Guggenheim Private Debt Fund Note Issuer, LLC ("GPDF"). Guggenheim Partners Investment Management, LLC ("GPIM") serves as manager to GPDF.

(4) Held directly by NZC Guggenheim Fund LLC ("NZCG"). GPIM serves as manager to NZCG.

(5) Held directly by Maverick Enterprises, Inc. ("Maverick"). GPIM serves as investment manager to Maverick.

(6) Held directly by Verger Capital Fund LLC ("Verger"). GPIM serves as sub-advisor to Verger.

(7) Held directly by Guggenheim Private Debt Master Fund, LLC ("GPDMF"). GPIM serves as manager to GPDMF.

Guggenheim Partners Investment Management Holdings, LLC ("GPIMH") is the majority owner of GPIM. Guggenheim Partners, LLC is the majority indirect owner of GPIMH. Guggenheim Capital, LLC is the majority owner of Guggenheim Partners, LLC. Each of the

(8) Reporting Persons disclaims beneficial ownership over the shares of Common Stock and Preferred Stock, except to the extent of its pecuniary interest therein, and this statement shall not be construed as an admission that such Reporting Person is the beneficial owner of any shares of Common Stock or Preferred Stock for purposes of Section 16 of the Exchange Act 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.

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