

MERGE HEALTHCARE INC

Form 4

September 11, 2012

FORM 4

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

OMB APPROVAL

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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 *
Merrick RIS, 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)
350 NORTH ORLEANS STREET,, 10TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2012

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

(Street)
CHICAGO, IL 60654

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount	Price (A) or (D)	
Common Stock	09/07/2012		J ⁽¹⁾		21,085,715	D	\$ 0 <u>(1)</u>
Common Stock	09/07/2012		J ⁽¹⁾		1,529,299	A	\$ 0 <u>(1)</u>
Common Stock	09/07/2012		J ⁽¹⁾		16,047,652	A	\$ 0 <u>(1)</u>
							10,860,522
							D ⁽²⁾
							I
							I
							See footnote <u>(3)</u>
							See footnote <u>(4)</u>

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Merrick RIS, LLC 350 NORTH ORLEANS STREET, 10TH FLOOR CHICAGO, IL 60654		X		
FERRO MICHAEL W JR 350 NORTH ORLEANS STREET, 10TH FLOOR CHICAGO, IL 60654	X	X		

Signatures

/s/ Mark Harris, as
Attorney-in-Fact 09/11/2012

**Signature of Reporting Person Date

/s/ Mark Harris, as
Attorney-in-Fact 09/11/2012

**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).

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- (1) Distribution by Merrick RIS, LLC ("RIS") for no consideration to its direct and indirect owners.
Directly owned by RIS and indirectly owned by Michael W. Ferro, Jr. ("Mr. Ferro"). Mr. Ferro is the Chairman and Chief Executive Officer of RIS. Mr. Ferro and trusts for the benefit of Mr. Ferro's family members own a majority of the equity interests in RIS. As a result of the foregoing, Mr. Ferro indirectly controls all shares of Merge common stock owned by RIS. Mr. Ferro disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (2) Directly owned by Merrick Ventures, LLC ("Merrick Ventures") and indirectly owned by Mr. Ferro. Mr. Ferro and trusts for the benefit of Mr. Ferro's family members own a majority of the equity interests in Merrick Ventures. Mr. Ferro is the Chairman and Chief Executive Officer of Merrick Ventures. As a result of the foregoing, Mr. Ferro indirectly controls all shares of Merge common stock owned by Merrick Ventures. Mr. Ferro disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (3) Directly owned by Merrick Venture Management, LLC ("MVM") and indirectly owned by Mr. Ferro. Mr. Ferro is the Chief Executive Officer and Managing Member of MVM. Mr. Ferro and trusts for the benefit of Mr. Ferro's family members own all of the equity interests in MVM. As a result of the foregoing, Mr. Ferro indirectly controls all shares of Merge common stock owned by MVM. Mr. Ferro disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (4)

Remarks:

The reporting persons are RIS, a ten percent beneficial owner and Mr. Ferro, the Chairman of the Board of Directors of Merge

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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