

HEALTHSOUTH CORP
Form 4
July 17, 2014

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 *
SHAW L EDWARD JR

(Last) (First) (Middle)

11377 TURTLE BEACH ROAD, LOST TREE VILLAGE

(Street)

NORTH PALM BEACH, FL 33408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HEALTHSOUTH CORP [HLS]

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
				(A) or (D) Code V Amount (D) Price			
Healthsouth Common Stock	07/15/2014		A ⁽¹⁾	242 A \$ 35.81	69,404	D	

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)

Edgar Filing: HEALTHSOUTH CORP - Form 4

at least \$7,000,000 (a Securities Placement), each outstanding share of Series E Preferred Stock shall automatically convert into the corresponding number of shares of Common Stock at the Temporary Conversion Price. During the Temporary Conversion Period, if any shares of Series E Preferred Stock are converted, all other outstanding shares of Series E Preferred Stock shall also automatically convert at the Temporary Conversion Price. Upon a conversion of the shares of Series E Preferred Stock during the Temporary Conversion Period, either voluntarily or as a result of a Securities Placement, the Company shall issue 16,000,000 shares of Common Stock in exchange for the 80,000 outstanding shares of Series E preferred stock.

The Company has also agreed under the Exchange Agreement, among other things: (i) that the definition of registrable securities under that certain Registration Rights Agreement, dated December 11, 2006, between the Company and the Ardinger Partnership (the Registration Rights Agreement) shall include any shares of Common Stock issued in exchange for the shares of Preferred Stock previously held by Ardinger or the Ardinger Partnership, (ii) that Ardinger shall be a party to the Registration Rights Agreement, and (iii) to use commercially reasonable efforts to: (a) meet the applicable listing requirements of the NASDAQ Stock Market and (b) upon meeting such requirements, list its Common Stock on the NASDAQ Stock Market.

Other than as permitted in the Exchange Agreement, from May 4, 2011 through July 31, 2011, the holders of the shares of Common Stock issued pursuant to the Series B/C Conversion have agreed not to sell or otherwise transfer such shares of Common Stock. Additionally, from August 1, 2011 through January 27, 2012, such holders agreed to limit any sales or transfers of such Common Stock in accordance with the volume limitations of Rule 144 of the Securities Act of 1933, as amended (the Securities Act), as if such holders were affiliates of the Company. If during the Temporary Conversion Period, a change in control of the Company occurs, these transfer restrictions shall terminate.

Ardinger is the largest stockholder of the Company and the sole general partner of the Ardinger Partnership. Immediately prior to the Series B/C Conversion, Ardinger: (i) directly beneficially held (a) 400,000 shares of Series B Preferred Stock and (b) 200,000 shares of Series C Preferred Stock and (ii) indirectly beneficially held, as sole general partner of the Ardinger Partnership, 80,000 shares of Series E Preferred Stock. The Company reimbursed the Ardinger Partnership \$10,000 for their legal expenses related to this transaction.

Table of Contents

On December 27, 2011, ViewCast entered into the Subscription Agreements with the Investors for the purchase of private placement units consisting of an aggregate 6,618,068 shares of Common Stock and Warrants to purchase 6,618,068 shares of Common Stock for an aggregate purchase price of \$745,000, of which \$425,000 was received in December 2011 and the remaining \$320,000 was received in January 2012. The purchase price per private placement unit was \$0.1125707, which was the weighted average closing price for the five trading days immediately prior to December 27, 2011. Pursuant to the Subscription Agreements, the Warrants are exercisable into shares of Common Stock at an exercise price of \$0.1238 per share of Common Stock which was 110% of the weighted average closing price for the five trading days immediately prior to December 27, 2011. The Warrants will expire on December 31, 2014.

The following Investors are affiliated with the Company and subscribed for the following number of shares of Common Stock and Warrants exercisable into the same number of shares of Common Stock:

David W. Brandenburg RIRA 888,331 shares

Diana L. Brandenburg RIRA 888,331 shares

John C. Hammock 888,331 shares

Laurie L. Latham 888,331 shares

Lance E. Ouellette 888,331 shares

Christina K. Hanger 222,083 shares

George C. Platt 177,667 shares

Messrs. Brandenburg, Hammock, Ouellette and Platt and Ms. Hanger are directors of the Company, Mr. Hammock is the President and Chief Executive Officer of the Company and Ms. Latham is the Chief Financial Officer and Senior Vice President of Finance and Administration of the Company. They acquired the shares of Common Stock on the same terms as the other five Investors. Mr. Ouellette is the stepson of H.T. Ardinger, Jr., a principal stockholder of the Company. There are no additional material relationships between the Company and the Investors aside from entering into the Subscription Agreements. Each of the Investors is an accredited investor as defined under Rule 501 promulgated pursuant to the Securities Act of 1933, as amended (the Securities Act), and the shares of Common Stock and the Warrants are being issued pursuant to Rule 506 promulgated pursuant to the Securities Act.

Independence of Directors

The Board of Directors is comprised of a majority of directors who qualify as independent under Rule 5605(a)(2) of the NASDAQ Stock Market. Based upon Rule 5605(a)(2) of the NASDAQ Stock Market, the Board of Directors has determined that five of our seven directors (Joseph Autem, George C. Platt, John W. Slocum, Jr., Christina K. Hanger and David W. Brandenburg) are independent. All members of each of the Audit Committee and the Compensation Committee are independent directors.

Annually, the Board of Directors reviews the relationships that each director has with us and our affiliates as well as the criteria and standards for determining independence. Upon review, the Board of Directors affirmatively determines which directors are independent.

None of the executive officers of ViewCast served as a member of the board of directors or as a member of the compensation committee or similar board committee of another entity during 2011, which entity had an executive officer serving on the Board of ViewCast or its Compensation Committee. Consequently, there are no interlocking relationships that might affect the determination of the compensation of executive officers of ViewCast.

Table of Contents**Item 14. Principal Accountant Fees and Services****Audit and Audit Related Fees**

During the fiscal years ended December 31, 2010 and December 31, 2011, the Company had retained BKD, LLP, to provide audit and other services as follows:

	2010	2011
Audit (1)	\$ 111,825	\$ 111,825
Audit Related Fees (2)		4,000
Tax Fees (3)	23,050	23,350
 TOTAL	 \$ 134,875	 \$ 139,175

(1) Consists primarily of quarterly review and annual audit services

(2) Consists primarily of review services for proxy and preferred stock exchange

(3) Consists primarily of Federal and State tax services

The Audit Committee does not have a policy for the pre-approval of non-audit services to be provided by the Company's independent registered public accounting firm. Any such services would be considered on a case-by-case basis. The Audit Committee approved the tax fees for services provided by the independent auditors in fiscal years 2010 and 2011.

PART IV**Item 15. Exhibits and Financial Statement Schedules.**

(a) Documents filed as part of the Report:

1. Financial Statements:

Consolidated Balance Sheets at December 31, 2010 and 2011

Consolidated Statements of Operations for the years ended December 31, 2010 and 2011

Consolidated Statements of Stockholders' Equity (Deficit) for the years ended December 31, 2010 and 2011

Consolidated Statements of Cash Flows for the years ended December 31, 2010 and 2011

Notes to Consolidated Financial Statements.

2. All other schedules are omitted because they are not required or because the required information is given in the consolidated financial statements or notes thereto.

3. Exhibits:

18

Table of Contents

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
2.1	Agreement and Plan of Merger and Reorganization (1)
2.2	Asset Purchase Agreement between ViewCast.com, Inc. and Ancept Media Server, LLC, dated March 5, 2009 (26)
2.3	First Amendment to Asset Purchase Agreement between ViewCast.com, Inc. and Ancept Media Server, LLC, dated March 13, 2009 (26)
2.5	Asset Purchase Agreement by and among Genus Technologies Software, LLC, as Buyer, Genus Technologies, LLC, as Member, Ancept Corporation, as Seller, and ViewCast.com, Inc., as Shareholder dated as of January 13, 2012 (35).
3.1	Certificate of Incorporation (1)
3.2	Amendment to Certificate of Incorporation (1)
3.3	Restated Bylaws (4)
3.4	Certificate of Designation of Series B Convertible Preferred Stock (2)
3.5	Certificate of Designation of Series C Convertible Preferred Stock (6)
3.6	Certificate of Designation of Series D Redeemable Convertible Preferred Stock (7)
3.7	Certificate of Designation of Series E Convertible Redeemable Preferred Stock (20)
4.1	Form of Common Stock Certificate (1)
4.2	Form of Warrant Certificate (1)
4.3	Form of Warrant Agreement between ViewCast and Continental Stock Transfer & Trust Company (1)
4.4	Form of Representative s Warrant Agreement (1)
4.5	Notice of Extension of Warrant Expiration Date and Exercise Price Adjustment (5)
4.6	Warrant Issued to Ardinger Family Partnership, LTD (20)
10.1	Form of Indemnification Agreement between ViewCast and Executive Officers and Directors (1)
10.2	Working Capital Line of Credit Loan Agreement between ViewCast and the Ardinger Family Partnership, LTD (3)
10.3	Sublease Agreement between ViewCast and Host Communications, Inc. (6)
10.4	Reserved.
10.5	Revolving Loan Agreement between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (7)
10.6	Guarantee of Payment and Performance from ViewCast.com, Inc. to Keltic Financial Partners, LP dated as of October 11, 2002 (7)
10.7	Subordination Agreement by and among Keltic Financial Partners, LP, MMAC Communications Corp. and ViewCast.com, Inc. dated as of October 11, 2002 (7)
10.8	General Security Agreement by and between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (7)
10.9	Revolving Note by MMAC Communications Corp. in favor of Keltic Financial Partners, LP dated as of October 11, 2002 (7)
10.10	ViewCast.com, Inc. 2005 Stock Incentive Plan (14)
10.11	ViewCast.com, Inc. 2005 Employee Stock Purchase Plan (15)
10.12	Reserved.
10.13	Reserved.

Edgar Filing: HEALTHSOUTH CORP - Form 4

- 10.14 Reserved.
- 10.15 Form of Amended and Restated Security Agreement dated October 15, 2003 between ViewCast.com, Inc. and the Ardinger Family Partnership, LTD (8)
- 10.16 Form of Amended and Restated Pledge Agreement dated October 15, 2003 between ViewCast.com, Inc. and the Ardinger Family Partnership, LTD (8)

Table of Contents

10.17 Form of First Amendment to the Revolving Loan Agreement dated October 11, 2003 between Delta Computec Inc. and Keltic Financial Partners, LP (8)

10.18 Reserved.

10.19 Reserved.

10.20 Third Amendment dated as of December 10, 2004 to Revolving Loan Agreement between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (9)

10.21 Fourth Amendment dated as of January 10, 2005 to Revolving Loan Agreement between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (9)

10.22 Fifth Amendment dated as of February 15, 2005 to Revolving Loan Agreement between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (9)

10.23 Notice of Lower Temporary Conversion Price dated March 21, 2005 (10)

10.24 Letter Agreement Amending Revolving and Term Credit Facility dated March 22, 2005 (10)

10.25 Sixth Amendment, dated as if April 15, 2005, to Revolving Loan Agreement Between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (11)

10.26 Seventh Amendment, dated as if July 15, 2005, to Revolving Loan Agreement Between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (12)

10.27 Letter Agreement Amending Revolving and Term Credit Facility dated July 22, 2005 (13)

10.28 Eighth Amendment, dated as if October 11, 2005, to Revolving Loan Agreement Between MMAC Communications Corp. and Keltic Financial Partners, LP dated as of October 11, 2002 (16)

10.29 Reserved.

10.30 Office Lease Agreement between ViewCast and TR Plano Parkway Partners, L.P. (17)

10.31 Letter Agreement Amending Revolving and Term Credit Facility dated March 20, 2006 (18)

10.32 Office Lease Agreement between ViewCast and Valwood Centreport, LP (19)

10.33 Registration Rights Agreement by and among ViewCast and Ardinger Family Partnership, Ltd. Dated as of December 11, 2006 (20)

10.34 Second Amended Loan and Security Agreement dated as of December 11, 2006 (20)

10.35 Exchange Agreement dated as of December 11, 2006 by and among ViewCast, Osprey Technologies, Inc. and VideoWare, Inc. and Ardinger Family Partnership, Ltd. (20)

10.36 Employment Agreement by and between ViewCast Corporation and David T. Stoner effective as of March 1, 2007 (21)

10.37 2007 Executive Incentive Compensation Plan for David T. Stoner (21)

10.38 Employment Agreement by and between ViewCast Corporation and Laurie L. Latham effective as of March 1, 2007 (21)

10.39 2007 Executive Incentive Compensation Plan for Laurie L. Latham (21)

10.40 Purchase and Sale Agreement/Security Agreement by and among ViewCast.com, Inc., Osprey Technologies, Inc., VideoWare, Inc. and Amegy Bank National Association, dated June 29, 2007 (22)

10.41 Amendment to Purchase and Sale Agreement/Security Agreement by and among ViewCast.com, Inc., Osprey Technologies, Inc., VideoWare, Inc. and Amegy Bank National Association, dated June 29, 2007 (22)

Table of Contents

10.42	Employment Agreement by and between ViewCast.com, Inc. and Gary Klembara effective September 1, 2007 (23)
10.43	First Amendment to Amended and Restated Security Agreement by and among Ardinger Family Partnership, Ltd., ViewCast.com, Inc., Osprey Technologies, Inc. and VideoWare, Inc. (24)
10.44	First Amendment to Warrant to Purchase Common Stock by and between ViewCast.com, Inc. and Ardinger Family Partnership, Ltd., dated February 27, 2009. (25)
10.45	Second Amendment to Amended and Restated Security Agreement by and among Ardinger Family Partnership, Ltd., ViewCast.com, Inc., Osprey Technologies, Inc. and VideoWare, Inc. (28)
10.46	Third Amendment to Amended and Restated Security Agreement by and among Ardinger Family Partnership, Ltd., ViewCast.com, Inc., Osprey Technologies, Inc. and VideoWare, Inc. (29).
10.47	Subscription agreement by and between ViewCast.com, Inc. and John J. Scamardella, dated December 30, 2010. (30)
10.48	Subscription agreement by and between ViewCast.com, Inc. and Stuart Barab, dated December 30, 2010. (30)
10.49	Subscription agreement by and between ViewCast.com, Inc. and Lionel L. Dace, dated December 30, 2010. (30)
10.50	Subscription agreement by and between ViewCast.com, Inc. and John A. Doyle, dated December 30, 2010. (30)
10.51	Subscription agreement by and between ViewCast.com, Inc. and Diana L. Brandenburg, dated December 30, 2010. (30)
10.52	Subscription agreement by and between ViewCast.com, Inc. and David W. Brandenburg, dated December 30, 2010. (30)
10.53	Fourth Amendment to Amended and Restated Security Agreement by and among Ardinger Family (31)
10.54	Preferred Stock Exchange Agreement, dated May 4, 2011, by and between the Company and H.T. Ardinger Jr., Ardinger Family Partnership, Ltd., Adkins Family Partnership, Ltd. and RDB Limited. (32)
10.55	Employment Agreement by and between ViewCast.com, Inc. and John C. Hammock effective December 14, 2011. (33)
10.56	Fifth Amendment to Second Amended and Restated Loan and Security Agreement (34).
10.57	Form of Indemnification Agreement (36).
10.58	Subscription agreement by and between ViewCast.com, Inc. and David W. Brandenburg, dated December 27, 2011. (37)
10.59	Subscription agreement by and between ViewCast.com, Inc. and Diana L. Brandenburg, dated December 27, 2011. (37)
10.60	Subscription agreement by and between ViewCast.com, Inc. and John C. Hammock, dated December 27, 2011. (37)
10.61	Subscription agreement by and between ViewCast.com, Inc. and Laurie L. Latham, dated December 27, 2011. (37)
10.62	Subscription agreement by and between ViewCast.com, Inc. and Lance E. Ouelette, dated December 27, 2011. (37)
10.63	Subscription agreement by and between ViewCast.com, Inc. and Christina K. Hanger, dated December 27, 2011. (37)

Table of Contents

10.64 Subscription agreement by and between ViewCast.com, Inc. and George C. Platt, dated December 27, 2011. (37)

10.65 Subscription agreement by and between ViewCast.com, Inc. and John Scamardella, dated December 27, 2011. (37)

10.66 Subscription agreement by and between ViewCast.com, Inc. and Stuart Barab, dated December 27, 2011. (37)

10.67 Subscription agreement by and between ViewCast.com, Inc. and Richard Molinsky, dated December 27, 2011. (37)

10.68 Subscription agreement by and between ViewCast.com, Inc. and Kevin D. and Cathy D. Towery, dated December 27, 2011. (37)

10.69 Subscription agreement by and between ViewCast.com, Inc. and Lionel L. Dace, dated December 27, 2011. (37)

21.1 Subsidiaries of ViewCast.com, Inc. (1)

23.1 Consent of BKD, LLP (39)

31.1 Rule 13a-14(a)/15d-14(a) Certifications (39)

31.2 Rule 13a-14(a)/15d-14(a) Certifications*

32.1 Statement 1350 Certifications (39)

101 Interactive Data Files Pursuant to Rule 405 of Regulation S-T: (i) Condensed Consolidated Balance Sheets at December 31, 2010 and December 31, 2011 (Unaudited), (ii) Condensed Consolidated Statements of Operations for the Years Ended December 31, 2010 and 2011 (Unaudited), (iii) Condensed Consolidated Statement of Stockholders Equity (Deficit) for the Years Ended December 31, 2010 and 2011 (Unaudited), (iv) Condensed Consolidated Statements of Cash Flows for the Years Ended December 31, 2010 and 2011 (Unaudited) and (v) Notes to the Condensed Consolidated Financial Statements. (38)

* Filed herewith.

- (1) Incorporated by reference to the Registration Statement on Form SB-2 and all amendments thereto as declared effective on February 4, 1997
- (2) Incorporated by reference to Form 8-K filed March 15, 1999.
- (3) Incorporated by reference to Form 10-KSB filed March 26, 1999.
- (4) Incorporated by reference to Form S-3 filed June 30, 2000.
- (5) Incorporated by reference to Form 8-K filed January 23, 2002.
- (6) Incorporated by reference to Form 10-K filed April 16, 2002.
- (7) Incorporated by reference to Form 8-K filed October 25, 2002.
- (8) Incorporated by reference to Form 10-QSB filed November 14, 2003.
- (9) Incorporated by reference to Form 8-K filed March 25, 2005.
- (10) Incorporated by reference to Form 8-K filed March 25, 2005.
- (11) Incorporated by reference to Form 8-K filed April 21, 2005.
- (12) Incorporated by reference to Form 8-K filed July 18, 2005.
- (13) Incorporated by reference to Form 8-K filed July 27, 2005.
- (14) Incorporated by reference to Appendix A to Proxy Statement filed September 9, 2005.
- (15) Incorporated by reference to Appendix B to Proxy Statement filed September 9, 2005.
- (16) Incorporated by reference to Form 8-K filed October 17, 2005.
- (17) Incorporated by reference to Form 8-K filed January 17, 2006.
- (18) Incorporated by reference to Form 8-K filed March 23, 2006.
- (19) Incorporated by reference to Form 8-K filed November 2, 2006.
- (20) Incorporated by reference to Form 8-K filed December 15, 2006.
- (21) Incorporated by reference to Form 10-KSB/A filed April 30, 2007.
- (22) Incorporated by reference to Form 8-K filed July 6, 2007.
- (23) Incorporated by reference to Form 8-K filed September 5, 2007.

Table of Contents

- (24) Incorporated by reference to Form 8-K filed November 4, 2008.
- (25) Incorporated by reference to Form 8-K filed March 5, 2009.
- (26) Incorporated by reference to Form 8-K filed March 23, 2009.
- (27) Incorporated by reference to Form 10-KSB filed March 30, 2004.
- (28) Incorporated by reference to Form 8-K filed August 5, 2009.
- (29) Incorporated by reference to Form 8-K filed March 15, 2010.
- (30) Incorporated by reference to Form 8-K not yet filed.
- (31) Incorporated by reference to Form 8-K filed April 4, 2011.
- (32) Incorporated by reference to Form 8-K filed May 6, 2011.
- (33) Incorporated by reference to Form 8-K filed December 15, 2011.
- (34) Incorporated by reference to Form 8-K filed January 5, 2012.
- (35) Incorporated by reference to Form 8-K filed January 20, 2012.
- (36) Incorporated by reference to Form 8-K filed March 8, 2012.
- (37) Incorporated by reference to Form 10-K filed April 2, 2012.
- (38) In accordance with Rule 406T of Regulation S-T, the information in these exhibits is furnished and deemed not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as set forth by specific reference in such filings. These exhibits were previously furnished with our Form 10-K filed April 2, 2012.
- (39) Previously filed with our Form 10-K filed April 2, 2012.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

ViewCast.com, Inc.

Date

April 30, 2012

By: /s/ Laurie L. Latham
Laurie L. Latham

Chief Financial Officer and Senior Vice President of Finance
and Administration

Table of Contents

EXHIBIT INDEX FOR DOCUMENTS FILED WITH THIS REPORT

Exhibit

No.	Description of Exhibit
31.2	Rule 13a-14(a)/15d-14(a) Certifications