

AMEDISYS INC

Form 3

May 02, 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 Kemmerly David L

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/20/2016

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
☒ X Officer ☐ Other
(give title below) (specify below)
See Remarks6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ X Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person5959 S. SHERWOOD FOREST
BLVD.

(Street)

BATON ROUGE,Â LAÂ 70816

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

12,612 ⁽¹⁾

D

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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)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (2)	05/01/2025	Common Stock	37,500	\$ 27.35	D	Â
Stock Option (Right to Buy)	Â (3)	05/01/2025	Common Stock	9,375	\$ 27.35	D	Â
Stock Option (Right to Buy)	Â (4)	05/01/2025	Common Stock	9,375	\$ 27.35	D	Â
Stock Option (Right to Buy)	Â (5)	05/01/2025	Common Stock	9,375	\$ 27.35	D	Â
Stock Option (Right to Buy)	Â (6)	05/01/2025	Common Stock	9,375	\$ 27.35	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	12,500	\$ (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kemmerly David L 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816	Â	Â	Â See Remarks	Â

Signatures

/s/ Jennifer R. Guckert, pursuant to a power of attorney

05/02/2016

__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).

Includes (i) 12,500 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, and will vest in equal, one-third installments on each of June 4, 2019, June 4, 2020 and June 4, 2021, (1) 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; (ii) 18 shares of common stock acquired under the Issuer's employee stock purchase plan; and (iii) 94 shares of common stock acquired under the Issuer's 401(k) plan.

The Stock Options are subject to time-based vesting conditions and will vest in equal, one-third installments on each of May 1, 2019, (2) May 1, 2020 and May 1, 2021, 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.

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 2015 and (3) (ii) additional time-based vesting conditions (one-third on each of May 1, 2016, May 1, 2017 and May 1, 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.

(4) 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

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(ii) additional time-based vesting conditions (one-third on each of May 1, 2017, May 1, 2018 and May 1, 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

- (5) (ii) additional time-based vesting conditions (one-third on each of May 1, 2018, May 1, 2019 and May 1, 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

- (6) (ii) additional time-based vesting conditions (one-third on each of May 1, 2019, May 1, 2020 and May 1, 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 2015 through 2018, respectively, and (ii)

- (7) additional time-based vesting conditions (2015 Tranche: one-third on each of June 4, 2016, 2017 and 2018; 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:

GeneralÂ CounselÂ andÂ SeniorÂ ViceÂ PresidentÂ ofÂ GovernmentÂ Affairs

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.