

AMEDISYS INC
Form 3
May 02, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Pernosky Lawrence R

(Last) (First) (Middle)

5959 S. SHERWOOD FOREST
BLVD.

(Street)

BATON ROUGE,Â LAÂ 70816

(City) (State) (Zip)

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 Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Human Resources Officer

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 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

15,000 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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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)
Title

4. Conversion or Exercise Price of Derivative Security

5. 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	45,000	\$ 27.35	D	Â
Stock Option (Right to Buy)	Â (3)	05/01/2025	Common Stock	11,250	\$ 27.35	D	Â
Stock Option (Right to Buy)	Â (4)	05/01/2025	Common Stock	11,250	\$ 27.35	D	Â
Stock Option (Right to Buy)	Â (5)	05/01/2025	Common Stock	11,250	\$ 27.35	D	Â
Stock Option (Right to Buy)	Â (6)	05/01/2025	Common Stock	11,250	\$ 27.35	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	15,000	\$ (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pernosky Lawrence R 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816	Â	Â	Â Chief Human Resources Officer	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).

(1) Includes 15,000 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, 25% installments on each of June 4, 2016, 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.

(2) The Stock Options are subject to time-based vesting conditions and will vest in equal, 25% installments on each of May 1, 2016, May 1, 2017, May 1, 2018 and May 1, 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.

(3) 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 (ii) additional time-based vesting conditions (2,813 on May 1, 2016, 2,813 on May 1, 2017, 2,812 on May 1, 2018 and 2,812 on 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.

(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 (50% on each of 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 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, and will vest on 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 RSUs awarded are subject to performance-based vesting and will vest, if at all, (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,

- (7) respectively, and (ii) additional time-based vesting conditions (2015 Tranche: 25% on each of May 1, 2016, 2017, 2018 and 2019; 2016 Tranche: one-third on each of May 1, 2017, 2018 and 2019; 2017 Tranche: 50% on each of May 1, 2018 and 2019; and 2018 Tranche: 100% on May 1, 2019), 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.

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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