

LHC Group, Inc
 Form 4
 November 17, 2016

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 *
 Coliseum Capital Management, LLC

(Last) (First) (Middle)

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 LHC Group, Inc [LHCG]

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2016

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 11/15/2016 | | S | 6,304 | D 43.72 | 916,494 | I | See Footnotes (2) (3) |
| Common Stock | 11/16/2016 | | S | 7,976 | D 43.28 | 908,518 | I | See Footnotes (2) (3) |
| Common Stock | 11/17/2016 | | S | 31,496 | D 43.06 | 877,022 | I | See Footnotes (2) (3) (6) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------------------|
| | | | | 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 |
| Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902 | X | | | |
| Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X | | | |
| Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X | | | |
| COLISEUM CAPITAL PARTNERS, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X | | | |
| Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902 | X | | | |

Gray Adam
 METRO CENTER
 1 STATION PLACE, 7TH FLOOR,
 STAMFORD, CT 06902

X

Signatures

| | |
|-----------------------------------------------------------------------------------------------------------------------------------------------|------------|
| Coliseum Capital Management, LLC, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 11/17/2016 |
| __Signature of Reporting Person | Date |
| Christopher Shackelton, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 11/17/2016 |
| __Signature of Reporting Person | Date |
| Coliseum Capital, LLC, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 11/17/2016 |
| __Signature of Reporting Person | Date |
| Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 11/17/2016 |
| __Signature of Reporting Person | Date |
| Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 11/17/2016 |
| __Signature of Reporting Person | Date |
| Adam Gray, By: /s/ Thomas Sparta, Thomas Sparta, Attorney-in-fact | 11/17/2016 |
| __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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.70 to \$43.83, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) These securities are held directly by (a) Coliseum Capital Partners, L.P. ("CCP"), an investment limited partnership of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser, (b) Coliseum Capital Partners II, L.P. ("CCP2" and, together with CCP, the "Funds"), an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser, and (c) a separate account investment advisory client of CCM (the "Separate Account").

(3) Christopher Shackelton ("Shackelton") and Adam Gray ("Gray") are managers of and have an ownership interest in each of CCM and CC and may be deemed to have an indirect pecuniary interest in the shares held by the Funds and the Separate Account due to CCM's right to receive performance-related fees from the Separate Account and CC's right to receive performance-related fees from the Funds. Each of Shackelton, Gray, CCP, CCP2, the Separate Account, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.25 to \$43.60, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.05 to \$43.17, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) Following the transactions reported herein, CCP, CCP2 and the Separate Account directly owned 509,020, 131,444, and 236,558 shares of common stock, respectively.

Remarks:

Shackelton is a director of the Issuer. As a result, the following persons may be deemed directors by deputization of the Issuer.

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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