

Kusserow Paul B. K.
Form 4
January 04, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kusserow Paul B. K.

(Last) (First) (Middle)

3854 AMERICAN WAY, SUITE A

(Street)

BATON ROUGE, LA 70816

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMEDISYS INC [AMED]

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2019

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)

CEO and President

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)
Common Stock	01/02/2019		A	Amount 36,819 (1)	A \$ 0 48,190	D	
Common Stock					71,258	I	By Trust
Common Stock					560 (2)	I	Through 401(k) Plan

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

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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 114.78	01/02/2019		A		80,602		(3)	01/02/2029	Common Stock	80,602
Restricted Stock Units	(4)	01/02/2019		A		73,638		(4)	(4)	Common Stock	73,638

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kusserow Paul B. K. 3854 AMERICAN WAY, SUITE A BATON ROUGE, LA 70816	X CEO and President

Signatures

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

01/04/2019

__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).

- The Issuer awarded the Reporting Person 36,819 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 January 2, 2020, January 2, 2021 and January 2, 2022, provided that, with respect to the vesting date for the first two tranches, the Reporting Person remains
- (1) continuously employed by the Issuer on each such date, and in the case of the third and final tranche, that the Reporting Person remains continuously employed by the Issuer until December 16, 2021, which is the end of the term (the "Term") as set forth in the Amended and Restated Employment Agreement by and between the Reporting Person and the Issuer dated September 27, 2018 (the "Amended and Restated Employment Agreement"), and subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs.
- (2) The information in this report is based on a plan statement dated as of September 30, 2018.

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The Stock Options are subject to time-based vesting conditions and will vest in equal, one-third installments on each of January 2, 2020, January 2, 2021 and January 2, 2022, provided that, with respect to the vesting date for the first two tranches, the Reporting Person

(3) remains continuously employed by the Issuer on each such date, and in the case of the third and final tranche, that the Reporting Person remains continuously employed by the Issuer until the end of the Term as set forth in the Amended and Restated Employment Agreement, subject to pro-rated vesting provisions as provided in the award agreement for the Stock Options.

The RSUs awarded are subject to performance-based vesting based on achievement of identified performance goals for each of fiscal years 2019 through 2021 and will vest after the end of the Term, immediately upon the date of certification by the Compensation Committee of the Issuer's Board of Directors of the 2021 tranche performance measure, based on the certification by the Compensation Committee of the achievement of the identified performance goals for fiscal years 2019 through 2021, respectively (1/3 of the RSUs will vest based on achievement of the 2019 performance goal, 1/3 of the RSUs will vest based on achievement of the 2020 performance goal, and 1/3 of the RSUs will vest based on achievement of the 2021 performance goal), provided that Mr. Kusserow has not incurred a termination of employment prior to the end of the Term, and subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs.

(4)

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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