

LHC Group, Inc
Form 8-K
November 05, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **November 5, 2014**

LHC Group

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33989
(Commission File Number)

71-0918189
(IRS Employer Identification No.)

420 West Pinhook Rd., Suite A, Lafayette, LA
(Address of principal executive offices)

70503
(Zip Code)

Registrant's telephone number, including area code: **(337) 233-1307**

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 2.02. Results of Operations and Financial Condition.

On November 5, 2014, the Company issued a press release announcing its financial results for the third quarter and nine months ended September 30, 2014. A copy of the press release is furnished with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The information furnished pursuant to Item 2.02 and Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Current Report, regardless of any general incorporation language in the filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is furnished with this Current Report on Form 8-K:

| <u>EXHIBIT NO.</u> | <u>DESCRIPTION</u> |
|--------------------|---|
| 99.1 | Press Release, dated November 5, 2014, announcing the Company's financial results for the third quarter and nine months ended September 30, 2014. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

November 5, 2014

(Date)

LHC Group

(Registrant)

/s/ JEFFREY M. KREGER

Jeffrey M. Kreger

Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS

| <u>EXHIBIT NO.</u> | <u>DESCRIPTION</u> |
|--------------------|---|
| 99.1 | <p>Press Release, dated November 5, 2014, announcing the Company's financial results for the third quarter and nine months ended September 30, 2014.</p> <p>----- EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH</p> <p>----- 8 SHARED DISPOSITIVE POWER 3,872,481</p> <p>----- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,872,481</p> <p>----- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []</p> <p>----- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.2%</p> <p>----- 12 TYPE OF REPORTING PERSON CO ----- 5 Cusip No. 690370101 13G Page 6 of 22 Pages ----- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX FINANCIAL HOLDINGS LIMITED ----- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] ----- 3 SEC USE ONLY ----- 4 CITIZENSHIP OR PLACE OF ORGANIZATION CANADA ----- 5 SOLE VOTING POWER ----- NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 3,872,481 OWNED BY ----- EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH ----- 8 SHARED DISPOSITIVE POWER 3,872,481 ----- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,872,481</p> <p>----- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []</p> <p>----- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.2%</p> <p>----- 12 TYPE OF REPORTING PERSON CO ----- 6 Cusip No. 690370101 13G Page 7 of 22 Pages ----- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ODYSSEY RE HOLDINGS CORP. ----- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] ----- 3 SEC USE ONLY ----- 4 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE ----- 5 SOLE VOTING POWER ----- NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 1,427,955 OWNED BY ----- EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH ----- 8 SHARED DISPOSITIVE POWER 1,427,955</p> <p>----- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,427,955</p> <p>----- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []</p> <p>----- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.0%</p> <p>----- 12 TYPE OF REPORTING PERSON CO ----- 7 Cusip No. 690370101 13G Page 8 of 22 Pages ----- 1 Names of</p> |

Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ODYSSEY AMERICA REINSURANCE CORPORATION ----- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] ----- 3 SEC USE ONLY ----- 4 CITIZENSHIP OR PLACE OF ORGANIZATION CONNECTICUT ----- 5 SOLE VOTING POWER ----- NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 1,427,955 OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH ----- 8 SHARED DISPOSITIVE POWER 1,427,955 ----- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,427,955 ----- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] ----- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.0% ----- 12 TYPE OF REPORTING PERSON IC ----- 8 Cusip No. 690370101 13G Page 9 of 22 Pages ----- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) UNITED STATES FIRE INSURANCE COMPANY ----- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] ----- 3 SEC USE ONLY ----- 4 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE ----- 5 SOLE VOTING POWER ----- NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 1,876,121 OWNED BY EACH 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH ----- 8 SHARED DISPOSITIVE POWER 1,876,121 ----- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,876,121 ----- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] ----- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.0% ----- 12 TYPE OF REPORTING PERSON IC ----- 9 ITEM 1. (A) NAME OF ISSUER: Overstock.com, Inc. ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 6322 South 3000 East, Suite 100, Salt Lake City, Utah, 84121 ITEM 2. (A) NAME OF PERSON FILING: This statement is being jointly filed by the following persons (collectively, the "Reporting Persons"): 1. V. Prem Watsa, an individual; 2. 1109519 Ontario Limited ("1109519"), a corporation incorporated under the laws of Ontario; 3. The Sixty Two Investment Company Limited ("Sixty Two"), a corporation incorporated under the laws of British Columbia; 4. 810679 Ontario Limited ("810679"), a corporation incorporated under the laws of Ontario; 5. Fairfax Financial Holdings Limited ("Fairfax"), a corporation incorporated under the laws of Canada; 6. Odyssey Re Holdings Corp. ("Odyssey Re"), a corporation incorporated under the laws of Delaware; 7. Odyssey America Reinsurance Corporation ("Odyssey America"), a corporation incorporated under the laws of Connecticut; and 8. United States Fire Insurance Company ("US Fire"), a corporation incorporated under the laws of Delaware. ITEM 2(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE: The addresses of the Reporting Persons are as follows: 1. Mr. Watsa's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7; 2. The principal business address and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7; 10 3. The principal business address and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia, Canada, V6C 3L3; 4. The principal business address and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7; 5. The principal business address and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto,

Ontario, Canada, M5J 2N7; 6. The principal business address and principal office address of Odyssey Re is 300 First Stamford Place, Stamford, Connecticut 06902; 7. The principal business address and principal office address of Odyssey America is 300 First Stamford Place, Stamford, Connecticut 06902; and 8. The principal business address and principal office address of US Fire is 305 Madison Avenue, Morristown, New Jersey 07962. ITEM 2(C) CITIZENSHIP: V. Prem Watsa is a citizen of Canada. ITEM 2(D) TITLE OF CLASS OF SECURITIES: Common Stock ITEM 2(E) CUSIP NUMBER: 690370101 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A: (A) Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o); (B) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c); (C) Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c); (D) An Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); (E) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E); 11 (F) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F); (G) A parent holding company or control person, in accordance with Section 240.13d-1(b)(1)(ii)(G); (H) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (I) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); (J) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J). Mr. Watsa, 1109519, Sixty Two and 810679 are filing this Schedule 13G under Rule 13d-1(b) pursuant to a no-action letter dated June 8, 1994 from the Commission to Fairfax. ITEM 4. OWNERSHIP. Based on the most recent information available, the aggregate number and percentage of the shares of common stock (the "Shares") of Overstock.com, Inc. ("Overstock") that are beneficially owned by each of the Reporting Persons is set forth in boxes 9 and 11 of the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference. The number of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 5, 6, 7 and 8, respectively, on the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference. Shares reported as beneficially owned include Shares issuable upon conversion of certain convertible debt securities of Overstock. Neither the filing of this Schedule 13G nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519, Sixty Two, 810679, Fairfax, Odyssey Re, Odyssey America or US Fire that such person is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed. ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS. Not applicable 12 ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON. Not applicable ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY. Mr. Watsa, directly, and indirectly through 1109519, Sixty Two and 810679, beneficially owns shares representing 48.6% of the total votes attached to all classes of shares of Fairfax. Fairfax indirectly owns a majority of the outstanding shares of common stock of OdysseyRe. Odyssey America is a wholly-owned subsidiary of OdysseyRe. TIG Insurance Company, The North River Insurance Company and US Fire are wholly-owned subsidiaries of Fairfax. Fairfax indirectly owns a majority of the outstanding shares of Northbridge Financial Corporation. Lombard General Insurance Company is a wholly-owned subsidiary of Northbridge Financial Corporation. See Exhibit Number 1. ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP. See attached Exhibit No. 2. ITEM 9. NOTICE OF DISSOLUTION OF GROUP. Not applicable ITEM 10. CERTIFICATION. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. 13 SIGNATURE After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct. Dated: February 14, 2007 V. Prem Watsa /s/ V. Prem Watsa
----- 14 SIGNATURE After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct. Dated: February 14, 2007 1109519 Ontario Limited By: /s/ V. Prem Watsa -----
Name: V. Prem Watsa Title: President 15 SIGNATURE After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and

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correct. Dated: February 14, 2007 The Sixty Two Investment Company Limited By: /s/ V. Prem Watsa
----- Name: V. Prem Watsa Title: President 16 SIGNATURE After reasonable inquiry and to
the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this
statement is true, complete and correct. Dated: February 14, 2007 810679 Ontario Limited By: /s/ V. Prem Watsa
----- Name: V. Prem Watsa Title: President 17 SIGNATURE After reasonable inquiry and to
the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this
statement is true, complete and correct. Dated: February 14, 2007 Fairfax Financial Holdings Limited By: /s/ Paul
Rivett ----- Name: Paul Rivett Title: Vice President 18 SIGNATURE After reasonable
inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set
forth in this statement is true, complete and correct. Dated: February 14, 2007 Odyssey Re Holdings Corp. By: /s/
Donald L. Smith ----- Name: Donald L. Smith Title: Senior Vice President 19 SIGNATURE
After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the
information set forth in this statement is true, complete and correct. Dated: February 14, 2007 Odyssey America
Reinsurance Corporation By: /s/ Donald L. Smith ----- Name: Donald L. Smith Title: Senior
Vice President 20 SIGNATURE After reasonable inquiry and to the best of the undersigned's knowledge and belief,
the undersigned certifies that the information set forth in this statement is true, complete and correct. Dated: February
14, 2007 United States Fire Insurance Company By: /s/ Carol Ann Soos ----- Name: Carol
Ann Soos Title: Vice President 21 EXHIBIT INDEX EXHIBIT NO. DESCRIPTION ----- 1
Identification and classification of relevant subsidiaries. 2 Members of filing group. 3 Joint Filing Agreement dated as
of February 14, 2007 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited,
810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey Re Holdings Corp., Odyssey America
Reinsurance Corporation and United States Fire Insurance Company. 22