

AMEDISYS INC
Form 4
April 03, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR Asset Management LLC

(Last) (First) (Middle)

C/O KKR ASSET MANAGEMENT LLC, 555 CALIFORNIA STREET, 50TH FLOOR

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 | 04/01/2014 | | J(1)(2) | (A) Code V Amount (D) Price 16,639 (1) (2) A \$ 14.89 (1) (2) | 42,053 (1) (2) | I | See footnotes (1) (2) (5) |
| Common Stock | | | | | 4,794,555 (1) (2) | I | See footnotes (3) (4) (5) |

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

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

SEC 1474 (9-02)

number.

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 (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | 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 |
| KKR Asset Management LLC C/O KKR ASSET MANAGEMENT LLC 555 CALIFORNIA STREET, 50TH FLOOR SAN FRANCISCO, CA 94104 | | X | | |
| Kohlberg Kravis Roberts & Co. L.P. 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR Management Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR Management Holdings Corp 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR Group Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR Group Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR & Co. L.P. 9 WEST 57TH STREET SUITE 4200 | | X | | |

NEW YORK, NY 10019

KKR Management LLC
 9 WEST 57TH STREET 41ST FLOOR X
 NEW YORK, NY 10019

KRAVIS HENRY R
 C/O KOHLBERG KRAVIS ROBERTS & CO X
 9 WEST 57TH ST
 NEW YORK, NY 10019

ROBERTS GEORGE R
 2800 SAND HILL ROAD X
 MENLO PARK, CA 94025

Signatures

KKR ASSET MANAGEMENT LLC By: /s/ Nicole J. Macarchuk Name: Nicole J.
 Macarchuk Title: General Counsel 04/03/2014

__Signature of Reporting Person Date

KOHLBERG KRAVIS ROBERTS & CO. L.P. By: /s/ Richard J. Kreider Name: Richard J.
 Kreider Title: Attorney-in-fact for William Janetschek, Chief Financial Officer 04/03/2014

__Signature of Reporting Person Date

KKR MANAGEMENT HOLDINGS L.P. By: KKR Management Holdings Corp., its general
 partner By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for
 William J. Janetschek, Chief Financial Officer 04/03/2014

__Signature of Reporting Person Date

KKR MANAGEMENT HOLDINGS CORP. By: /s/ Richard J. Kreider Name: Richard J.
 Kreider Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer 04/03/2014

__Signature of Reporting Person Date

KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Richard
 J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Director 04/03/2014

__Signature of Reporting Person Date

KKR GROUP LIMITED By: /s/ Richard J. Kreider Name: Richard J. Kreider Title:
 Attorney-in-fact for William J. Janetschek, Director 04/03/2014

__Signature of Reporting Person Date

KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Richard J. Kreider
 Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Chief Financial
 Officer 04/03/2014

__Signature of Reporting Person Date

KKR MANAGEMENT LLC By: /s/ Richard J. Kreider Name: Richard J. Kreider Title:
 Attorney-in-fact for William J. Janetschek, Chief Financial Officer 04/03/2014

__Signature of Reporting Person Date

HENRY R. KRAVIS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title:
 Attorney-in-fact 04/03/2014

__Signature of Reporting Person Date

GEORGE R. ROBERTS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title:
Attorney-in-fact

04/03/2014

__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 42,053 shares of Common Stock (the "Shares") reported in this row were previously held by a client fund (the "Fund") for which KKR Asset Management LLC ("KAM") served as an investment advisor. Prior to April 1, 2014, approximately 60.43% of the equity of the Fund was owned by KKR Fund Holdings L.P. ("Fund Holdings"), and as a result Fund Holdings had a pecuniary interest in approximately 25,414 of the Shares, and neither Fund Holdings nor any of the Reporting Persons had any pecuniary interest in the remaining 16,639 of the Shares held by the Fund. On April 1, 2014, the Fund was liquidated and certain assets, including the Shares, were distributed-in-kind in full to a subsidiary of Fund Holdings designated by Fund Holdings based on the value of these assets at the close of business on March 31, 2014 (with other shareholders of the Fund receiving cash in lieu of these distributions-in-kind).
- (2) Following the distribution described in footnote (1), Fund Holdings beneficially owned and had a pecuniary interest in the Shares, and the number of shares remaining in Client Accounts (as defined below) was 4,794,555.
- (3) Represents the aggregate number of shares of Common Stock held in client accounts (the "Client Accounts") for which KAM serves as an investment advisor.
- (4) Kohlberg Kravis Roberts & Co. L.P. is the holder of all of the outstanding equity interests in KAM. KKR Management Holdings L.P. is the general partner of Kohlberg Kravis Roberts & Co. L.P. and KKR Management Holdings Corp. is the general partner of KKR Management Holdings L.P. As a result of the relationships described in this footnote (4), each of the foregoing Reporting Persons may be deemed to have beneficial ownership of the securities held in one or more of the Client Accounts.
- (5) KKR Group Holdings L.P. is the holder of all of the outstanding equity interests in KKR Fund Holdings GP Limited, a general partner of Fund Holdings, and is also a general partner of Fund Holdings and the sole shareholder of KKR Management Holdings Corp. and KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC. As a result of the relationships described in footnotes (4) and (5), each of the foregoing Reporting Persons may be deemed to have beneficial ownership of the securities beneficially owned by Fund Holdings and/or securities held in one or more of the Client Accounts.

Remarks:

Each Reporting Person disclaims beneficial ownership of any securities reported herein, except to the extent of such Reporting

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.