

Envision Healthcare Holdings, Inc.
Form SC 13G/A
March 12, 2015

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

ENVISION HEALTHCARE HOLDINGS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

29413U 103

(CUSIP Number)

March 11, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 29413U 103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Clayton, Dubilier & Rice Fund VIII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Citizenship or Place of Organization
Cayman Islands
5. Sole Voting Power
0
6. Shared Voting Power
0 (1)
7. Sole Dispositive Power
0
8. Shared Dispositive Power
0 (1)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
0 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11. Percent of Class Represented by Amount in Row (9)
0 (2)
12. Type of Reporting Person (See Instructions)
PN

(1) See Item 4(c) below.

(2) Based on 184,138,454 shares of common stock outstanding as of February 20, 2015.

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CUSIP No. 29413U 103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CD&R EMS Co-Investor, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) x
(b) o
3. SEC Use Only
4. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|-----------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 0 (1) |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 0 (1) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
0 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11. Percent of Class Represented by Amount in Row (9)
0 (2)
12. Type of Reporting Person (See Instructions)
PN

(1) See Item 4(c) below.

(2) Based on 184,138,454 shares of common stock outstanding as of February 20, 2015.

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CUSIP No. 29413U 103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CD&R Advisor Fund VIII Co-Investor, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|-----------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 0 (1) |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 0 (1) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
0 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
0 (2)
12. Type of Reporting Person (See Instructions)
PN

(1) See Item 4(c) below.

(2) Based on 184,138,454 shares of common stock outstanding as of February 20, 2015.

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CUSIP No. 29413U 103

- | | |
|-----|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) CD&R Friends & Family Fund VIII, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization Cayman Islands |
| 5. | Sole Voting Power 0 |
| 6. | Shared Voting Power 0 (1) |
| 7. | Sole Dispositive Power 0 |
| 8. | Shared Dispositive Power 0 (1) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 0 (1) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o |
| 11. | Percent of Class Represented by Amount in Row (9) 0 (2) |
| 12. | Type of Reporting Person (See Instructions) PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) See Item 4(c) below.

(2) Based on 184,138,454 shares of common stock outstanding as of February 20, 2015.

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CUSIP No. 29413U 103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CD&R Associates VIII, Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x
3. SEC Use Only
4. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|-----------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 0 (1) |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 0 (1) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
0 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x
11. Percent of Class Represented by Amount in Row (9)
0 (2)
12. Type of Reporting Person (See Instructions)
CO

(1) See Item 4(c) below.

(2) Based on 184,138,454 shares of common stock outstanding as of February 20, 2015.

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CUSIP No. 29413U 103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CD&R Associates VIII, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x
3. SEC Use Only
4. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|-----------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 0 (1) |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 0 (1) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
0 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x
11. Percent of Class Represented by Amount in Row (9)
0 (2)
12. Type of Reporting Person (See Instructions)
PN

(1) See Item 4(c) below.

(2) Based on 184,138,454 shares of common stock outstanding as of February 20, 2015.

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CUSIP No. 29413U 103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CD&R Investment Associates VIII, Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x
3. SEC Use Only
4. Citizenship or Place of Organization
Cayman Islands
5. Sole Voting Power
0
6. Shared Voting Power
0 (1)
7. Sole Dispositive Power
0
8. Shared Dispositive Power
0 (1)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
0 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x
11. Percent of Class Represented by Amount in Row (9)
0 (2)
12. Type of Reporting Person (See Instructions)
CO

(1) See Item 4(c) below.

(2) Based on 184,138,454 shares of common stock outstanding as of February 20, 2015.

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Item 1.

- (a) Name of Issuer
Envision Healthcare Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices
6200 S. Syracuse Way

Suite 200

Greenwood Village, CO 80111

Item 2.

- (a) Name of Person Filing

| Name of Person Filing | Address | Citizenship |
|--|---|----------------|
| Clayton, Dubilier & Rice Fund VIII, L.P. | c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 | Cayman Islands |
| CD&R Associates VIII, Ltd. | c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 | Cayman Islands |
| CD&R Associates VIII, L.P. | c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 | Cayman Islands |
| CD&R Investment Associates VIII, Ltd. | c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 | Cayman Islands |
| CD&R EMS Co-Investor, L.P. | c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 | Cayman Islands |
| CD&R Advisor Fund VIII Co-Investor, L.P. | c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 | Cayman Islands |
| CD&R Friends & Family Fund VIII, L.P. | c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 | Cayman Islands |

Clayton, Dubilier & Rice Fund VIII, L.P., CD&R Associates VIII, Ltd., CD&R Associates VIII, L.P., CD&R Investment Associates VIII, Ltd., CD&R EMS Co-Investor, L.P., CD&R Advisor Fund VIII Co-Investor, L.P. and CD&R Friends & Family Fund VIII, L.P. have entered into a Joint Filing Agreement, dated March 11, 2015, a copy of which is filed with this Amendment No.2 to the Schedule 13G as Exhibit 99.1, pursuant to which such Reporting Persons have agreed to file this statement jointly in accordance with the provisions of 13d-1(k)(1) under the Act.

- (b) Address of Principal Business Office or, if none, Residence
See Item 2(a) above.
- (c) Citizenship
See Item 2(a) above.
- (d) Title of Class of Securities,
Common Stock, par value \$0.01 per share
- (e) CUSIP Number
29413U 103

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-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)

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- | | | |
|-----|---|---|
| | | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8). |
| (e) | o | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | o | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | o | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | o | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | o | 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) | o | Group, in accordance with §240.13d-1(b)(1)(ii)(J). N/A |

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 - See below.
- (b) Percent of class:
 - See below.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) See below.
Shared power to vote or to direct the vote
 - (iii) See below.
Sole power to dispose or to direct the disposition of
 - (iv) See below.
Shared power to dispose or to direct the disposition of
 - See below.

As of the date of this report, each of the Reporting Persons beneficially owned the number and percentage of issued and outstanding shares of common stock of Envision Healthcare Holdings, Inc. (the Company) listed opposite its name:

| Reporting Person | Amount Beneficially Owned | Percent of Class(a) |
|--|---------------------------|---------------------|
| Clayton, Dubilier & Rice Fund VIII, L.P. | 0(b)(d) | 0% |
| CD&R EMS Co-Investor, L.P. | 0(b)(d) | 0% |
| CD&R Advisor Fund VIII Co-Investor, L.P. | 0(b)(d) | 0% |
| CD&R Friends & Family Fund VIII, L.P. | 0(b)(d) | 0% |
| CD&R Associates VIII, Ltd. | 0(b) | 0% |
| CD&R Associates VIII, L.P. | 0(b)(d) | 0% |
| CD&R Investment Associates VIII, Ltd. | 0(b)(c) | 0% |

(a) Based on 184,138,454 shares of common stock outstanding as of February 20, 2015.

(b) CD&R Associates VIII, Ltd., as the general partner of each of Clayton, Dubilier & Rice Fund VIII, L.P., CD&R EMS Co-Investor, L.P., CD&R Advisor Fund VIII Co-Investor, L.P. and CD&R Friends & Family Fund VIII, L.P. (the CD&R Affiliates), CD&R Associates VIII, L.P., as the sole stockholder of CD&R Associates VIII, Ltd., and CD&R Investment Associates VIII, Ltd., as the general partner of CD&R Associates VIII, L.P., may each be deemed to beneficially own the shares of the Company's common stock held by the CD&R Affiliates. Each of CD&R Associates VIII, Ltd., CD&R Associates VIII, L.P. and CD&R Investment Associates VIII, Ltd. expressly disclaims beneficial ownership of the shares of the Company's common stock held by the CD&R Affiliates.

(c) CD&R Investment Associates VIII, Ltd. is managed by a two-person board of directors. Donald J. Gogel and Kevin J. Conway, as the directors of CD&R Investment Associates VIII, Ltd., may be deemed to share beneficial ownership of the shares of the Company's common stock shown as beneficially owned by the CD&R Affiliates. Such persons expressly disclaim such beneficial ownership.

(d) Investment and voting decisions with respect to shares held by each of the CD&R Affiliates are made by an investment committee of limited partners of CD&R Associates VIII, L.P., currently consisting of more than ten individuals (the Investment Committee). All members of the Investment Committee expressly disclaim beneficial ownership of the shares shown as beneficially owned by the CD&R Affiliates.

Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

This Amendment No. 2 to Schedule 13G (this Amendment No. 2) is being filed because, as a result of sales, the reporting persons no longer hold or beneficially own any shares as of March 11, 2015. See Item 4 above.

Item 6.

Ownership of More than Five Percent on Behalf of Another Person

See Item 4 above.

| | |
|----------------|---|
| Item 7. | Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person N/A |
| Item 8. | Identification and Classification of Members of the Group N/A |
| Item 9. | Notice of Dissolution of Group N/A |

Item 10. Certification
N/A

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true and correct.

CLAYTON, DUBILIER & RICE FUND VIII, L.P.

By: CD&R Associates VIII, Ltd., its general partner

Date: March 12, 2015

By: /s/ Theresa A. Gore
Name: Theresa A. Gore
Title: Vice President, Treasurer and Assistant Secretary

CD&R EMS CO-INVESTOR, L.P.

By: CD&R Associates VIII, Ltd., its general partner

Date: March 12, 2015

By: /s/ Theresa A. Gore
Name: Theresa A. Gore
Title: Vice President, Treasurer and Assistant Secretary

CD&R ADVISOR FUND VIII CO-INVESTOR, L.P.

By: CD&R Associates VIII, Ltd., its general partner

Date: March 12, 2015

By: /s/ Theresa A. Gore
Name: Theresa A. Gore
Title: Vice President, Treasurer and Assistant Secretary

CD&R FRIENDS & FAMILY FUND VIII, L.P.

By: CD&R Associates VIII, Ltd., its general partner

Date: March 12, 2015

By: /s/ Theresa A. Gore
Name: Theresa A. Gore
Title: Vice President, Treasurer and Assistant Secretary

CD&R ASSOCIATES VIII, LTD.

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Date: March 12, 2015

| | |
|--------|---|
| By: | /s/ Theresa A. Gore |
| Name: | Theresa A. Gore |
| Title: | Vice President, Treasurer and Assistant Secretary |

CD&R ASSOCIATES VIII, L.P.

Date: March 12, 2015

By: CD&R Investment Associates VIII, Ltd., its general partner

By: /s/ Theresa A. Gore
Name: Theresa A. Gore
Title: Vice President, Treasurer and Assistant Secretary

CD&R INVESTMENT ASSOCIATES VIII, LTD.

Date: March 12, 2015

By: /s/ Theresa A. Gore
Name: Theresa A. Gore
Title: Vice President, Treasurer and Assistant Secretary