

MERGE HEALTHCARE INC
Form 4
March 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
Merrick RIS, LLC

2. Issuer Name and Ticker or Trading Symbol
MERGE HEALTHCARE INC
[MRGE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
350 NORTH ORLEANS STREET, 10TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2012

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

CHICAGO, IL 60654

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					31,523,637	D	
Common Stock					500,000	I	Parent Holding ⁽¹⁾

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

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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
Stock Options	\$ 6.33	03/01/2012		A		800,000	(2)	03/01/2013 ⁽³⁾	02/28/2018	Common Stock	800,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Merrick RIS, LLC 350 NORTH ORLEANS STREET 10TH FLOOR CHICAGO, IL 60654			X	
FERRO MICHAEL W JR 350 NORTH ORLEANS STREET 10TH FLOOR CHICAGO, IL 60654	X	X		

Signatures

Julie Ann B. Schumitsch, by Power of Attorney for Merrick RIS, LLC 03/05/2012

__Signature of Reporting Person Date

Julie Ann B. Schumitsch, by Power of Attorney for Michael W. Ferro, Jr. 03/05/2012

__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) Shares issued to Merrick Healthcare Solutions, LLC, an Indiana limited liability company (prior to its dissolution, "Merrick Healthcare"), as consideration of the purchase price of the acquisition by Merge Healthcare Incorporated ("Merge Healthcare") of the assets of and relating to the Olivia Greets business line previously owned by Merrick Healthcare, a former wholly owned subsidiary operation of Merrick Ventures, LLC, a private investment firm ("Merrick Ventures"), of which Merrick RIS, LLC, a Delaware limited liability company ("Merrick RIS"), is also a subsidiary. These shares were subsequently transferred from Merrick Healthcare to Merrick Ventures. Merrick RIS is not a beneficial owner of these shares held by Merrick Healthcare.
- (2) Nonqualified stock options to purchase shares of Common Stock granted to Michael W. Ferro, Jr., Chairman of the Board, in lieu of cash compensation in accordance with Merge Healthcare's Director Compensation Plan.

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- (3) Nonqualified stock options to purchase 200,000 shares of Common Stock vesting on each of March 1, 2013, March 1, 2014, March 1, 2015 and March 1, 2016.

Remarks:

The reporting persons are Merrick RIS, LLC ("Merrick RIS"), a Delaware limited liability company, and Michael W. Ferro, Jr.

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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