

MERGE HEALTHCARE INC
Form 3
March 09, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GUGGENHEIM CAPITAL LLC | | | (Month/Day/Year) | | MERGE HEALTHCARE INC [MRGE] | |
| (Last) | (First) | (Middle) | 02/25/2015 | | | |
| 227 WEST MONROE,Â SUITE 4900 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | (Check all applicable) | | | |
| CHICAGO,Â ILÂ 60606 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--------------------------------------|---------------------------|------------------|--------------|--------------------------|-------------------|----------------------------------|--|
| Series A Convertible Preferred Stock | 02/25/2015 ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 9,744,127 ⁽²⁾ | \$ ⁽²⁾ | I | See footnotes ⁽³⁾ <u>(7)</u> |
| Series A Convertible Preferred Stock | 02/25/2015 ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 2,195,690 ⁽²⁾ | \$ ⁽²⁾ | I | See footnotes ⁽⁴⁾ <u>(7)</u> |
| Series A Convertible Preferred Stock | 02/25/2015 ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 109,905 ⁽²⁾ | \$ ⁽²⁾ | I | See footnotes ⁽⁵⁾ <u>(7)</u> |
| Series A Convertible Preferred Stock | 02/25/2015 ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 27,778 ⁽²⁾ | \$ ⁽²⁾ | I | See footnotes ⁽⁶⁾ <u>(7)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GUGGENHEIM CAPITAL LLC 227 WEST MONROE SUITE 4900 CHICAGO, IL 60606 | Â | Â X | Â | Â |
| Guggenheim Partners, LLC 135 EAST 57TH STREET NEW YORK, NY 10022 | Â | Â X | Â | Â |
| Guggenheim Partners Investment Management Holdings, LLC 227 W MONROE ST STE 4800 CHICAGO, IL 60606 | Â | Â X | Â | Â |
| Guggenheim Partners Investment Management, LLC 100 WILSHIRE BOULEVARD, & 5TH FLOOR SANTA MONICA, CA 90401 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| Guggenheim Capital, LLC By: Robert Saperstein, Managing Director /s/ Robert Saperstein | 03/09/2015 |
| **Signature of Reporting Person | Date |
| Guggenheim Partners, LLC By: Guggenheim Capital, LLC, parent company By: Robert Saperstein, Managing Director /s/ Robert Saperstein | 03/09/2015 |
| **Signature of Reporting Person | Date |
| Guggenheim Partners Investment Management Holdings LLC By: Guggenheim Capital, LLC, parent company By: Robert Saperstein, Managing Director /s/ Robert Saperstein | 03/09/2015 |
| **Signature of Reporting Person | Date |
| Guggenheim Partners Investment Management, LLC By: Guggenheim Capital LLC, parent company By: Robert Saperstein, Managing Director /s/ Robert Saperstein | 03/09/2015 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Series A Convertible Preferred Stock ("Preferred Stock") is convertible at any time, at the holder's election, and has no expiration date.

(2) The Preferred Stock is convertible into a number of shares of common stock of the Issuer ("Common Stock") equal to the quotient determined by dividing (i) the sum of \$1,000 plus any unpaid dividends on the Preferred Stock at such time, by (ii) the Conversion Price then in effect, except that, without prior stockholder approval, the Preferred Stock shall not be convertible into more than 19.99% of the shares of Common Stock outstanding immediately prior to the date of issuance of the Preferred Stock. The initial Conversion Price is \$4.14, and may be adjusted from time to time pursuant to the Certificate of Designation of Series A Convertible Preferred Stock. Based on this initial Conversion Price, each share of Preferred Stock is initially convertible into 241.55 shares of Common Stock.

(3) These shares of Preferred Stock are held directly by Guggenheim Private Debt Fund Note Issuer, LLC ("GPDF"). Guggenheim Partners Investment Management, LLC ("GPIM") serves as manager to GPDF.

(4) These shares of Preferred Stock are held directly by NZC Guggenheim Fund LLC ("NZCG"). GPIM serves as manager to NZCG.

(5) These shares of Preferred Stock are held directly by Maverick Enterprises, Inc. ("Maverick"). GPIM serves as investment manager to Maverick.

(6) These shares of Preferred Stock are held directly by Verger Capital Fund LLC ("Verger"). GPIM serves as sub-advisor to Verger.

(7) Guggenheim Partners Investment Management Holdings, LLC ("GPIMH") is the majority owner of GPIM. Guggenheim Partners, LLC is the majority indirect owner of GPIMH. Guggenheim Capital, LLC is the majority owner of Guggenheim Partners, LLC. Each of the Reporting Persons disclaims beneficial ownership over the Preferred Stock, except to the extent of its pecuniary interest therein, and this statement shall not be construed as an admission that such Reporting Person is the beneficial owner of any Preferred Stock for purposes of Section 16 of the Exchange Act or for any other purpose.

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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