

METROPOLITAN HEALTH NETWORKS INC  
Form SC 13D/A  
November 07, 2012

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**METROPOLITAN HEALTH NETWORKS, INC.**  
(Name of Issuer)

**Common Stock, par value \$0.01 per share**  
(Title of Class of Securities)

**592142103**  
(CUSIP Number)

**Red Mountain Capital Partners LLC**

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**Attn: Willem Mesdag**

**10100 Santa Monica Boulevard, Suite 925**

**Los Angeles, California 90067**

**Telephone (310) 432-0200**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**November 5, 2012**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page. The information required on 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).

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

2 Red Mountain Capital Partners LLC 73-1726370  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

5 AF (See Item 3)  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware  
**7 SOLE VOTING POWER**

**NUMBER OF**  
**SHARES** None (See Item 5)  
**8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** None (See Item 5)  
**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** None (See Item 5)  
**10 SHARED DISPOSITIVE POWER**  
**WITH**

11 None (See Item 5)  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

12 None (See Item 5)  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** ..

13 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

14. None (See Item 5)  
**TYPE OF REPORTING PERSON\***

OO Limited Liability Company

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

2 Red Mountain Capital Partners II, L.P. 20-4117535  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

5 WC (See Item 3)  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware  
**7 SOLE VOTING POWER**

**NUMBER OF**  
**SHARES** None (See Item 5)  
**8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** None (See Item 5)  
**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** None (See Item 5)  
**10 SHARED DISPOSITIVE POWER**  
**WITH**

11 None (See Item 5)  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

12 None (See Item 5)  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** ..

13 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

14. None (See Item 5)  
**TYPE OF REPORTING PERSON\***

PN Limited Partnership

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

2 RMCP GP LLC 20-4442412  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

5 AF (See Item 3)  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware  
**7 SOLE VOTING POWER**

**NUMBER OF**  
**SHARES** None (See Item 5)  
**8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**  
**EACH** None (See Item 5)  
**9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** None (See Item 5)  
**10 SHARED DISPOSITIVE POWER**  
**WITH**

11 None (See Item 5)  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

12 None (See Item 5)  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** ..

13 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

14. None (See Item 5)  
**TYPE OF REPORTING PERSON\***

OO Limited Liability Company

\* See Instructions



**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

2 Red Mountain Capital Management, Inc. 13-4057186  
**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

5 AF (See Item 3)  
**CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware  
**7 SOLE VOTING POWER**

**NUMBER OF**  
**SHARES** None (See Item 5)  
**8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**  
**EACH** None (See Item 5)  
**9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** None (See Item 5)  
**10 SHARED DISPOSITIVE POWER**  
**WITH**

11 None (See Item 5)  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

12 None (See Item 5)  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** ..

13 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

14. None (See Item 5)  
**TYPE OF REPORTING PERSON\***

CO Corporation

\* See Instructions

**1 NAME OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

Willem Mesdag

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  (b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS\***

AF (See Item 3)

**5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

U.S. Citizen

**7 SOLE VOTING POWER**

**NUMBER OF**

None (See Item 5)

**SHARES**

**8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY**

None (See Item 5)

**9 SOLE DISPOSITIVE POWER**

**EACH REPORTING**

**PERSON**

None (See Item 5)

**10 SHARED DISPOSITIVE POWER**

**WITH**

None (See Item 5)

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

12 None (See Item 5)  
**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*** ..

13 **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

14. None (See Item 5)  
**TYPE OF REPORTING PERSON\***

IN Individual

\* See Instructions

This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on August 13, 2012, as amended by Amendment No. 1 thereto, filed with the SEC on October 9, 2012 (together, this Schedule 13D), by (i) Red Mountain Capital Partners LLC, a Delaware limited liability company (RMCP LLC), (ii) Red Mountain Capital Partners II, L.P., a Delaware limited partnership (RMCP II), (iii) RMCP GP LLC, a Delaware limited liability company (RMCP GP), (iv) Red Mountain Capital Management, Inc., a Delaware corporation (RMCM), and (v) Willem Mesdag, a natural person and citizen of the United States of America, with respect to the common stock, par value \$0.01 per share (the Common Stock), of Metropolitan Health Networks, Inc., a Florida corporation (Metropolitan). RMCP LLC, RMCP II and RMCP GP are sometimes collectively referred to herein as Red Mountain. Red Mountain, RMCM and Mr. Mesdag are sometimes collectively referred to herein as the Reporting Persons. The sole limited partner of RMCP II is Red Mountain Partners, L.P. The filing of any amendment to this Schedule 13D (including the filing of this Amendment No. 2) shall not be construed to be an admission by the Reporting Persons that a material change has occurred in the facts set forth in this Schedule 13D or that such amendment is required under Rule 13d-2 of the Securities Exchange Act of 1934, as amended.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

Item 5 of this Schedule 13D is hereby amended to include the following information:

- (c) On November 5, 2012, RMCP II sold 2,705,882 shares of Common Stock on the open market, which represent all shares of Common Stock held by it, at a weighted average price of \$11.0994 per share.
  
- (e) The Reporting Persons ceased to be beneficial owners of more than 5% of the Common Stock on November 5, 2012. Accordingly, this is the final amendment to this Schedule 13D and an exit filing for the Reporting Persons.

**SIGNATURE**

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

Dated: November 7, 2012

**RED MOUNTAIN CAPITAL PARTNERS LLC**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL PARTNERS II, L.P.**

By: RMCP GP LLC, its general partner

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RMCP GP LLC**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: Authorized Signatory

**RED MOUNTAIN CAPITAL MANAGEMENT, INC.**

/s/ Willem Mesdag  
By: Willem Mesdag  
Title: President

**WILLEM MESDAG**

/s/ Willem Mesdag

**EXHIBIT INDEX**

Exhibit No.	Description of Exhibit
1	Joint Filing Agreement, dated as of August 13, 2012, by and among the Reporting Persons (incorporated by reference to Exhibit 1 to the Schedule 13D filed by the Reporting Persons with the SEC on August 13, 2012).