

SANUWAVE Health, Inc.

Form 4

October 15, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Richardson Kevin A II

(Last) (First) (Middle)

100 CUMMINGS CENTER, SUITE
332 D

(Street)

BEVERLY, MA 01915

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SANUWAVE Health, Inc. [SNWV]

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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, \$0.001 par value	09/02/2015		J ⁽¹⁾	3,276,618 D \$ 0	5,805,371	I	See Footnote (2)
Common Stock, \$0.001 par value					157,500	I ⁽³⁾	See Footnote (4)
Common Stock, \$0.001 par value					157,500	I ⁽³⁾	See Footnote (5)

Common
Stock,
\$0.001 par
value

1,583,316 D

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

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SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

Richardson Kevin A II
100 CUMMINGS CENTER, SUITE 332 D
BEVERLY, MA 01915

X X

Signatures

Kevin A.
Richardson, II 10/15/2015

__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) Distribution of shares of Common Stock on a pro rata basis for no consideration to its limited partners.

(2)

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These securities are owned directly by Prides Capital Fund I, L.P. Prides Capital Partners LLC is a general partner of Prides Capital Fund I, L.P. and Mr. Richardson is the controlling shareholder of Prides Capital Partners LLC; therefore, he may be deemed to be the beneficial owner of such securities. Mr. Richardson has also been deputized by Prides Capital Partners LLC to serve on the board of directors of the issuer. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Mr. Richardson may be deemed to be the beneficial owner of an indeterminate portion of the securities of SANUWAVE Health, Inc. beneficially owned by Prides Capital Fund I, L.P. Mr. Richardson disclaims beneficial ownership of all such securities except to the extent of any indirect pecuniary interest (within the meaning of Rule 16a-1 of the Exchange Act) therein. This Form 4 shall not be deemed an admission that Mr. Richardson is a beneficial owner.

- (3) Change from direct to indirect ownership of shares previously reported as beneficially owned by the reporting person.
- (4) These securities are owned directly by the Zachary G. Richardson UTMA. Mr. Kevin Richardson is a joint holder and the trustee for the plan.
- (5) These securities are owned directly by the Eleanor G. Richardson UTMA. Mr. Kevin Richardson is a joint holder and the trustee for the plan.

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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