Shackelton Christopher S Form 4 March 18, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Coliseum Capital Management, LLC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

LHC Group, Inc [LHCG]

(Month/Day/Year)

03/14/2013

(Last) (First) (Middle) 3. Date of Earliest Transaction

X_ Director X__ 10% Owner Other (specify Officer (give title

(Check all applicable)

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

(Street)

(State)

(Zip)

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

Table I. Non-Devineting Committee Assembled Disposed of an Development

below)

STAMFORD, CT 06902

(City)

(- 3)	(*******)	` 1' I abi	ie I - Non-L	erivative i	Securi	ities Acqu	nrea, Disposea of	, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	tr. 8)			Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(A)		Reported	(Instr. 4)	
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
C				2 101		\$			See
Common	03/14/2013		P	3,101	A	20.69	2,525,418 (3)	I	Footnote
Stock				<u>(1)</u>		(2)	, , _		(3)
						\$			See
Common	03/15/2013		P	24,100	Α		2,549,518 (3)	T	Footnote
Stock	03/13/2013		1	(1)	А	(4)	2,347,310 <u>~</u>	1	(3)
						(4)			(3)

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

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(9-02)

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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) 3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. 5. Number (Expiration Date (Month/Day/Year) Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(5)</u>	03/15/2013		P(6)	1,166	11/15/2013	11/15/2013	Common Stock	1,166
Phantom Stock	<u>(5)</u>	03/15/2013		P(6)	1,167	11/15/2014	11/15/2014	Common Stock	1,167
Phantom Stock	<u>(5)</u>	03/15/2013		P(6)	1,167	11/15/2015	11/15/2015	Common Stock	1,167
Phantom Stock	<u>(5)</u>	03/15/2013		P(6)	2,700	03/01/2014	03/01/2014	Common Stock	2,700

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X				
Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X				

Signatures

/s/ Christopher Shackelton, 03/18/2013 Manager

**Signature of Reporting Person Dat

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)

Reporting Owners 2

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These securities are held directly by Coliseum Capital Partners II, L.P., an investment limited partnership ("CCP2"), of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser. Each of Christopher Shackelton, Adam Gray, CCP2, CC and CCM disclaim beneficial ownership of these securities except to the extent of that person's pecuniary interest therein. Christopher Shackelton is a member of the board of directors of LHC Group, Inc.

- This transaction was executed in multiple trades at prices ranging from \$20.63 to \$20.75. The reported price reflects the weighted average (2) purchase price. The Reporting Person filing this report hereby undertakes to provide upon request by the SEC staff, LHC Group, Inc. or a shareholder of LHC Group, Inc. full information regarding the number of shares purchased at each separate price.
- These securities are held directly by (a) CCP2, (b) Coliseum Capital Partners, L.P., an investment limited partnership ("CCP"), of which CC is general partner and for which CCM serves as investment adviser, and (c) Blackwell Partners, LLC ("Blackwell"), a separate account investment advisory client of CCM. Each of Christopher Shackelton, Adam Gray, CCP, CCP2, Blackwell, CC and CCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.
- (4) This transaction was executed in multiple trades at \$21.24.
- Each share of phantom stock shall be entitled to cash payment equal to the fair market value of a share of LHC Group, Inc.'s common stock, par value \$0.01 per share ("Common Stock"), as of the payment date based on the closing market price of the Common Stock on such date.
- (6) This phantom stock was received by CCM pursuant to an arrangement under which Mr. Shackelton assigned to CCM the right to receive all compensation (including equity compensation) that Mr. Shackelton would otherwise receive as a director of LHC Group, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.