

MERGE HEALTHCARE INC

Form 4

January 27, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN DENNIS

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,, FIRST FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2014

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

(Street)
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
☐ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/07/2014		<u>Z⁽¹⁾</u>	V	151,500	D	\$ 0	0	I	Trust <u>(2)</u>
Common Stock	11/07/2014		<u>Z⁽¹⁾</u>	V	151,500	A	\$ 0	151,500	I	Trust <u>(3)</u>
Common Stock	01/08/2015		<u>Z⁽⁴⁾</u>	V	151,500	D	\$ 0	0	I	Trust <u>(3)</u>
Common Stock	01/08/2015		<u>Z⁽⁴⁾</u>	V	151,500	A	\$ 0	411,927	I	Trust <u>(5)</u>
Common Stock								7,675	D	

Restricted
Common
Stock

51,536 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 Repo 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

BROWN DENNIS
350 NORTH ORLEANS STREET,
FIRST FLOOR
CHICAGO, IL 60654

X

Signatures

/s/ Julie Ann B. Schumitsch, by Power of Attorney for Dennis
Brown

01/27/2015

__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).

Transfer of 151,500 shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown 2012 Grantor Retained Annuity

(1) Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims, to the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.

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- (2) Shares of Merge Healthcare Incorporated Common Stock held by the Maureen Brown 2012 Grantor Retained Annuity Trust, of which the spouse of Mr. Brown is the grantor and Mr. Brown is the trustee, the beneficial ownership of which Mr. Brown disclaims.
- (3) Shares of Merge Healthcare Incorporated Common Stock held by the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims.
Transfer of 151,500 shares of Merge Healthcare Incorporated Common Stock by the Maureen Brown Revocable Trust u/a dated 09/09/1999, the beneficial ownership of which Mr. Brown disclaims, to the Dennis Brown Revocable Trust u/a dated 09/09/1999, of which Mr. Brown is the trustee and the beneficiary, the beneficial ownership of which Mr. Brown disclaims.
- (4) 09/09/1999, the beneficial ownership of which Mr. Brown disclaims, to the Dennis Brown Revocable Trust u/a dated 09/09/1999, of which Mr. Brown is the trustee and the beneficiary, the beneficial ownership of which Mr. Brown disclaims.
- (5) Shares of Merge Healthcare Incorporated Common Stock held by the Dennis Brown Revocable Trust u/a dated 09/09/1999, of which Mr. Brown is the trustee and the beneficiary, the beneficial ownership of which Mr. Brown disclaims.

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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