

Network Medical Management, Inc.

Form 4

December 12, 2017

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 *
Network Medical Management, Inc.

2. Issuer Name **and** Ticker or Trading
Symbol
Apollo Medical Holdings, Inc.
[AMEH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1668 S. GARFIELD AVE., 2ND FL.

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2017

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
no longer 10% owner

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

ALHAMBRA, CA 91801

(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	(D)	Price

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

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information contained in this form are not
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Preferred Stock <u>(7)</u>	<u>(1)</u> <u>(2)</u> <u>(3)</u>	12/08/2017	J	<u>(7)</u>	1,111,111		10/14/2015	<u>(1)(2)(3)(7)</u>	Common Stock	1,111,111
Series B Preferred Stock <u>(7)</u>	<u>(5)</u>	12/08/2017	J	<u>(7)</u>	555,555		03/30/2016	<u>(5)(7)</u>	Common Stock	555,555
Warrants to purchase Common Stock <u>(7)</u>	\$ 9	12/08/2017	J	<u>(7)</u>	1,111,111		10/14/2015	10/14/2020	Common Stock	1,111,111
Warrants to purchase Common Stock <u>(7)</u>	\$ 10	12/08/2017	J	<u>(7)</u>	555,555		03/30/2016	03/30/2021	Common Stock	555,555

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Network Medical Management, Inc. 1668 S. GARFIELD AVE. 2ND FL. ALHAMBRA, CA 91801				no longer 10% owner

Signatures

/s/ Thomas S. Lam,
M.D. 12/12/2017

 **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).

- The Series A Preferred Stock was convertible into Common Stock, at the option of the Reporting Person, at any time after issuance at an initial conversion rate of one-for-one, subject to adjustment in the event of stock dividends, stock splits and certain other similar transactions. The Series A Preferred Stock was mandatorily convertible not sooner than the earlier to occur of (i) the later of (x) January 31, 2017 or (y) 60 days after the date on which the Issuer files its quarterly report on Form 10Q for the period ending September 30, 2016; or (ii) the date on which the Issuer received the written, irrevocable decision of the Reporting Person not to require a redemption of the Series A Preferred Stock, in the event that the Issuer engages in one or more transactions resulting in gross proceeds of not less than \$5,000,000, not including the proceeds of the transaction with the Reporting Person.

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On March 28, 2016, the Issuer filed an Amended and Restated Certificate of Designation (the "Amended Certificate of Designation") which amended a provision of the Certification of Designation dated October 15, 2015 (the "Original Certificate of Designation") that created the Issuer's Series A Preferred Stock (the "Series A Preferred Stock"), which was sold to the Reporting Person on October 15,

- (2) 2015. The Amended Certificate of Designation changed a triggering event for the mandatory conversion of the Series A Preferred Stock. The Series A Preferred Stock had been mandatorily convertible if the Issuer receives aggregate gross proceeds of not less than \$5,000,000 in one or more transactions for the sale of its equity securities or securities convertible into, or exchangeable for, equity securities (other than the transaction pursuant to which the Series A Preferred Stock was issued).

The Amended Certificate of Designation now provides that the Series A Preferred Stock is mandatorily convertible if the Issuer receives aggregate gross proceeds of not less than \$5,000,000 in one or more transactions for the sale of its equity securities or securities

- (3) convertible into, or exchangeable for, equity securities (other than any transactions with the holder of the Series A Preferred Stock). Furthermore, the Amended Certificate of Designation provides that the Series A Preferred Stock and the Series B Preferred Stock will participate pro rata and pari passu in distributions upon the liquidation, winding up or dissolution of the company.

The Reporting Person purchased 1,111,111 investment units at \$9.00 per unit. Each investment unit was comprised of (a) one (1) share of

- (4) Series A Preferred Stock that may be converted into one (1) share of common stock of the Issuer, and (b) one (1) warrant to purchase one (1) share of common stock of the Issuer at an exercise price of \$9.00 per share.

The Series B Preferred Stock was convertible into common stock, (a) at the option of the holder thereof at any time after issuance, and (b) mandatorily at any time prior to and including March 31, 2017, if the Issuer receives aggregate gross proceeds of not less than \$5,000,000 in one or more transactions for the sale of its equity securities or securities convertible into, or exchangeable for, equity securities (other

- (5) than any transactions with the holder of the Series B Preferred Stock). The Series B Preferred Stock was convertible into common stock at an initial conversion rate of one-for-one, subject to adjustment in the event of stock dividends, stock splits and certain other similar transactions.

The Reporting Person purchased 555,555 investment units at \$9.00 per unit. Each investment unit is comprised of (a) one (1) share of

- (6) Series B Preferred Stock that may be converted into one (1) share of common stock of the Issuer, and (b) one (1) warrant to purchase one (1) share of common stock of the Issuer at an exercise price of \$10.00 per share.

Pursuant to the Merger, and as of December 8, 2017, the Reporting Person no longer owns any beneficial interest in the Issuer. The following is a description of the disposition of the 1,111,111 shares of Series A Preferred Stock, 555,555 shares of Series B Preferred Stock and 1,666,666 warrants to purchase common stock previously disclosed in Table II as beneficially owned by Reporting Person: (A) upon Closing, the Reporting Person relinquished the value of the 1,111,111 shares of Series A preferred stock and 555,555 shares of

- (7) Series B preferred stock of the Issuer previously held by the Reporting Person; and (B) immediately prior to Closing the Reporting Person made an in-kind distribution on a pro rata basis to its shareholders of 1,666,666 warrants to purchase common stock of the Issuer (comprised of 1,111,111 Series A warrants and 555,555 Series B warrants), which warrants were previously held by the Reporting Person.

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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