

Richardson Kevin A II
Form 4
March 11, 2013

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 *
Richardson Kevin A II

(Last) (First) (Middle)

100 CUMMINGS CENTER, SUITE
324 C

(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)

02/21/2013

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				(A) or (D)			
			Code	V	Amount		Price
					1,440,504	D	
Common Stock, \$0.001 par value					9,081,989	I	Footnote (1)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options	\$ 2.92	02/21/2013		D			5,000	<u>(3)</u>	<u>(3)</u>	Common Stock, \$0.001 par value	5,000
Options	\$ 4.05	02/21/2013		D			5,000	<u>(4)</u>	<u>(4)</u>	Common Stock, \$0.001 par value	5,000
Options	\$ 2	02/21/2013		D			5,000	<u>(5)</u>	<u>(5)</u>	Common Stock, \$0.001 par value	5,000
Options	\$ 0.35	02/21/2013		A		115,000		<u>(6)</u>	02/21/2023	Common Stock, \$0.001 par value	115,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richardson Kevin A II 100 CUMMINGS CENTER SUITE 324 C BEVERLY, MA 01915	X	X		

Signatures

Kevin A.
Richardson, II 03/11/2013

____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).

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.

- (1) 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

On February 21, 2013, the issuer, by mutual agreement with the reporting person, cancelled options granted to the reporting person on

- (2) September 15, 2009, January 29, 2010, and November 1, 2010. In exchange for these options, the reporting person received a new option to purchase 115,000 shares of common stock, \$0.001 par value, at an exercise price of \$0.35 per share.
- (3) This option for 5,000 shares fully vested on September 15, 2009.
- (4) This option for 5,000 shares would have vested on the following schedule: (i) 1,250 vested on January 29, 2011; (ii) 1,250 vested on January 29, 2012; (iii) 1,250 vested on January 29, 2013; and (iv) 1,250 would have vested on January 29, 2014.
- (5) This option for 5,000 shares fully vested on November 1, 2010.
- (6) This option for 115,000 shares vests on the following schedule: (i) 38,334 upon the date of grant; (ii) 38,333 on February 21, 2014; and (iii) 38,333 on February 21, 2015.

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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