

MERGE HEALTHCARE INC

Form 4

June 18, 2014

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 *
DEVERS WILLIAM J JR

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)

3. Date of Earliest Transaction
(Month/Day/Year)
06/16/2014

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

350 NORTH ORLEANS
STREET., FIRST FLOOR

(Street)

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

CHICAGO, IL 60654

(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)
Restricted Common Stock	06/16/2014		A	43,860 (1)	A \$ 0 43,860	D	
Restricted Common Stock	06/16/2014		A	4,386 (2)	A \$ 0 4,386	D	
Common Stock					302,397	I	Partnership (3)
Common Stock					110,000	I	Trust (4)

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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

DEVERS WILLIAM J JR
350 NORTH ORLEANS STREET,
FIRST FLOOR
CHICAGO, IL 60654

X

Signatures

/s/ Julie Ann B. Schumitsch, by Power of Attorney for William J.
Devers Jr.

06/18/2014

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).

Restricted Stock Award granted pursuant to the 2005 Equity Incentive Plan (a Rule 16b-3 shareholder approved employee benefit plan) of
(1) Merge Healthcare Incorporated. Restrictions on such shares shall lapse and such shares shall become immediately and fully vested on
June 16, 2015, one year from date of grant, subject to additional terms and conditions as set forth in the restricted stock award agreement.

Restricted Stock Award granted pursuant to the 2005 Equity Incentive Plan (a Rule 16b-3 shareholder approved employee benefit plan) of
(2) Merge Healthcare Incorporated. Restrictions on such shares shall lapse and such shares shall become immediately and fully vested to the
extent of one fourth of such shares on each of September 16, 2014, December 16, 2014, March 16, 2015 and June 16, 2015, subject to
additional terms and conditions as set forth in the restricted stock award agreement.

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- (3) Shares of Common Stock owned by Devers Holdings LP, a limited partnership, of which Mr. Devers is a limited partner.
- (4) Shares of Common Stock held by the William J. Devers Trust, of which Mr. Devers is the trustee, the beneficial ownership of which Mr. Devers 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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