

Lam Thomas S.
Form 4/A
March 29, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lam Thomas S.

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 AVENUE, 2ND FLOOR

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-Chief Executive Officer

(Street)
ALHAMBRA, CA 91801

4. If Amendment, Date Original Filed (Month/Day/Year)
12/12/2017

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 Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ ₍₂₎ | 12/08/2017 | | J ⁽²⁾ | | 1,563,763 | A | <u>(2)</u> 1,563,763 |

Common Stock ⁽³⁾₍₄₎ 12/08/2017

J⁽⁴⁾ 1,682,109 A (4) 1,682,109 I

By Allied Physicians of California, A Professional Medical Corporation ("Allied") ⁽³⁾

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 displays a currently valid OMB control number.

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(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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lam Thomas S. 1668 S. GARFIELD AVENUE 2ND FLOOR ALHAMBRA, CA 91801 | X | | Co-Chief Executive Officer | |

Signatures

/s/ Thomas S. Lam,
M.D. 03/29/2018

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).
- (1) On December 8, 2017, a reverse merger transaction between the Issuer and Network Medical Management, Inc. ("NMM") was consummated such that NMM became a wholly-owned subsidiary of the Issuer (the "Merger"). Pursuant to and effective as of the closing of the Merger (the "Closing"), the Reporting Person became an officer (i.e., Executive Chairman) and director of the Issuer.
- (2) Immediately prior to the Closing, the Reporting Person was a shareholder of NMM. Pursuant to the Merger, the shares of NMM common stock previously held by Reporting Person were converted into (i) 1,563,763 shares of common stock of the Issuer, (ii) a warrant to purchase 48,585.84 shares of common stock of the Issuer at an exercise price of \$11.00 per share (this was previously reported on the Form 4 filed by the Reporting Person on December 12, 2017), (iii) a warrant to purchase 51,443.83 shares of common

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stock of the Issuer at an exercise price of \$10.00 per share (this was previously reported on the Form 4 filed by the Reporting Person on December 12, 2017), (iv) cash in lieu of fractional shares, and (v) the Reporting Person's pro rata portion, if any, of the holdback shares of common stock of the Issuer (such pro rata portion of the holdback shares would, without offset, initially be equal to 173,751.48 shares of common stock of the Issuer).

- (3) These shares and warrants are owned directly by Allied Physicians of California, A Professional Medical Corporation ("Allied"), of which Reporting Person is a director, officer and shareholder. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

- (4) Immediately prior to the Closing, Allied was a shareholder of NMM. Pursuant to the Merger, the shares of NMM common stock previously held by Allied were converted into (i) 1,682,109 shares of common stock of the Issuer, (ii) a warrant to purchase 52,262.84 shares of common stock of the Issuer at an exercise price of \$11.00 per share (this was previously reported on the Form 4/A filed by the Reporting Person on December 18, 2017), (iii) a warrant to purchase 55,337.13 shares of common stock of the Issuer at an exercise price of \$10.00 per share (this was previously reported on the Form 4/A filed by the Reporting Person on December 18, 2017), (iv) cash in lieu of fractional shares, and (v) Allied's pro rata portion, if any, of the holdback shares of common stock of the Issuer (such pro rata portion of the holdback shares would, without offset, initially be equal to 186,901.07 shares of common stock of the Issuer).

Remarks:

This Form 4/A reflects holdings as of December 8, 2017. This Form 4/A is being filed to correct a miscalculation in the number

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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