

LHC Group, Inc  
Form SC 13D/A  
August 21, 2014

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

**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

**LHC GROUP, INC.**

**(Name of Issuer)**

**Common Stock, Par Value \$0.01 Per Share**

**(Title of Class of Securities)**

**50187A107**

**(CUSIP Number)**

**Christopher Shackelton/Adam Gray**

**Metro Center**

**1 Station Place, 7th Floor South**

**Stamford, CT 06902**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**August 18, 2014**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 140.13d-1(g), check the following box. "

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 50187A107 (Common Stock)

1. Names of Reporting Persons

**Coliseum Capital Management, LLC**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**Delaware**

5. Sole Voting Power

Number of

Shares **0**

6. Shared Voting Power

Beneficially

Owned by

**2,343,507**

Each 7. Sole Dispositive Power

Reporting  
Person

**0**

With 8. Shared Dispositive Power

**2,343,507**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,343,507**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**13.2%**

12. Type of Reporting Person (See Instructions)

**OO, IA**

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CUSIP No. 50187A107 (Common Stock)

1. Names of Reporting Persons

**Coliseum Capital, LLC**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**Delaware**

5. Sole Voting Power

Number of

Shares **0**

6. Shared Voting Power

Beneficially

Owned by

Each **1,650,944**

7. Sole Dispositive Power

Reporting  
Person

**0**

With 8. Shared Dispositive Power

**1,650,944**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**1,650,944**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**9.3%**

12. Type of Reporting Person (See Instructions)

**00**

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CUSIP No. 50187A107 (Common Stock)

1. Names of Reporting Persons

**Coliseum Capital Partners, L.P.**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**Delaware**

5. Sole Voting Power

Number of

Shares **0**

6. Shared Voting Power

Beneficially

Owned by

Each **1,269,949**

7. Sole Dispositive Power

Reporting  
Person

**0**

With 8. Shared Dispositive Power

**1,269,949**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**1,269,949**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**7.1%**

12. Type of Reporting Person (See Instructions)

**PN**

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CUSIP No. 50187A107 (Common Stock)

1. Names of Reporting Persons

**Coliseum Capital Partners II, L.P.**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**Delaware**

5. Sole Voting Power

Number of

Shares **0**

6. Shared Voting Power

Beneficially

Owned by

Each **380,995**

7. Sole Dispositive Power

Reporting  
Person

With **0**

8. Shared Dispositive Power

**380,995**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**380,995**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**2.1%**

12. Type of Reporting Person (See Instructions)

**PN**

CUSIP No. 50187A107 (Common Stock)

1. Names of Reporting Persons

**Blackwell Partners, LLC**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**Georgia**

5. Sole Voting Power

Number of

Shares **0**

6. Shared Voting Power

Beneficially

Owned by

Each **692,563**

7. Sole Dispositive Power

Reporting  
Person

With **0**

8. Shared Dispositive Power

**692,563**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**692,563**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**3.9%**

12. Type of Reporting Person (See Instructions)

**00**

CUSIP No. 50187A107 (Common Stock)

1. Names of Reporting Persons

**Adam Gray**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**United States**

5. Sole Voting Power

Number of

Shares **0**

6. Shared Voting Power

Beneficially

Owned by

Each **2,343,507**

7. Sole Dispositive Power

Reporting  
Person

**0**

With 8. Shared Dispositive Power

**2,343,507**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,343,507**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**13.2%**

12. Type of Reporting Person (See Instructions)

**IN**

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CUSIP No. 50187A107 (Common Stock)

1. Names of Reporting Persons

**Christopher Shackelton**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**United States**

5. Sole Voting Power

Number of

Shares **0**

6. Shared Voting Power

Beneficially

Owned by

**2,343,507**

Each 7. Sole Dispositive Power

Reporting  
Person

**0**

With 8. Shared Dispositive Power

**2,343,507**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,343,507**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**13.2%**

12. Type of Reporting Person (See Instructions)

**IN**

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CUSIP No. 50187A107 (Common Stock)

**Explanatory Note:** This Amendment No. 2 (this Amendment ), to the Schedule 13D (the Initial 13D ) filed by the Filers (as defined below in Item 2) with the U.S. Securities and Exchange Commission (the Commission ) on November 16, 2012, as amended and supplemented by Amendment No. 1 to the Initial 13D filed on March 14, 2013 and Amendment No. 2 to the Initial 13D filed on September 17, 2013, amends and supplements the items set forth herein. As used in this statement, the term Filers collectively refers to:

Coliseum Capital Management, LLC, a Delaware limited liability company ( CCM );

Coliseum Capital, LLC, a Delaware limited liability company ( CC );

Coliseum Capital Partners, L.P., a Delaware limited partnership ( CCP );

Coliseum Capital Partners II, L.P., a Delaware limited partnership ( CCP2 );

Blackwell Partners, LLC, a Georgia limited liability company ( Blackwell );

Adam Gray ( Gray ); and

Christopher Shackelton ( Shackelton ).

**Item 1. Security and Issuer.**

Item 1 is amended and restated in its entirety as follows.

The title of the class of equity securities to which this statement relates to is the Common Stock, \$0.01 par value per share (the Common Stock ) of LHC Group, Inc., a Delaware corporation (the Issuer ). The principal executive offices of the Issuer are located at 420 West Pinhook Road, Suite A, Lafayette, Louisiana 70503.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 is supplemented as follows:

The source and amount of funds used in purchasing the Common Stock described in Item 5 were as follows:

Purchaser	Source of Funds	Amount
CCP	Working Capital	\$ 3,287,152
CCP2	Working Capital	\$ 881,540

**Blackwell**

**Working Capital**

**\$ 1,446,160**

**Item 5. Interest in Securities of the Issuer.**

Item 5 is amended and supplemented as follows:

The information relating to the beneficial ownership of Common Stock by each of the Filers set forth in Rows 7 through 13 of the cover pages hereto is incorporated herein by reference. The percentages set forth in Row 13 for all cover pages filed herewith are calculated based upon 17,789,101 shares of Common Stock outstanding as of July 30, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014, filed on August 7, 2014.

The Filers effected the following transactions in the Common Stock in open market transactions on the dates indicated, and such transactions are the only transactions in the Common Stock by the Filers in the sixty days preceding the filing of this Schedule 13D:

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 CUSIP No. 50187A107 (Common Stock)

<b>Name</b>	<b>Purchase or Sale</b>	<b>Date</b>	<b>Number of Shares</b>	<b>Weighted Average Price Per Share</b>
<b>CCP</b>	<b>Sale</b>	<b>8/18/2014</b>	<b>92,502</b>	<b>\$ 25.60</b>
<b>CCP2</b>	<b>Sale</b>	<b>8/18/2014</b>	<b>24,813</b>	<b>\$ 25.60</b>
<b>Blackwell</b>	<b>Sale</b>	<b>8/18/2014</b>	<b>40,696</b>	<b>\$ 25.60</b>
<b>CCP</b>	<b>Sale</b>	<b>8/20/2014</b>	<b>36,301</b>	<b>\$ 25.32</b>
<b>CCP2</b>	<b>Sale</b>	<b>8/20/2014</b>	<b>9,729</b>	<b>\$ 25.32</b>
<b>Blackwell</b>	<b>Sale</b>	<b>8/20/2014</b>	<b>15,970</b>	<b>\$ 25.32</b>

The information in Item 6 is incorporated herein by reference.

**Item 6. Contracts, Arrangement, Understandings or Relationships with Respect to Securities of the Issuer.**

CCM is an investment adviser whose clients, including CCP, CCP2 and Blackwell, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock. CC is the general partner of CCP. Gray and Shackelton are the managers of CC and CCM. CCM has the right to receive performance-related fees from Blackwell and CC has the right to receive performance-related fees from CCP and CCP2.

CUSIP No. 50187A107 (Common Stock)

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 20, 2014

**COLISEUM CAPITAL MANAGEMENT, LLC**

By: /s/ Christopher Shackelton  
Christopher Shackelton, Manager

**COLISEUM CAPITAL PARTNERS, L.P.**

By: Coliseum Capital, LLC, General Partner

By: /s/ Adam Gray  
Adam Gray, Manager

**BLACKWELL PARTNERS, LLC**

By: Coliseum Capital Management, LLC,

Attorney-in-fact

By: /s/ Adam Gray  
Adam Gray, Manager

**CHRISTOPHER SHACKELTON**

/s/ Christopher Shackelton  
Christopher Shackelton

**COLISEUM CAPITAL, LLC**

By /s/ Adam Gray  
Adam Gray, Manager

**COLISEUM CAPITAL PARTNERS II, L.P.**

By: Coliseum Capital, LLC, General Partner

By: /s/ Adam Gray  
Adam Gray, Manager

**ADAM GRAY**

/s/ Adam Gray  
Adam Gray