

SANUWAVE Health, Inc.  
 Form 4  
 March 18, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 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)  
 03/17/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, \$0.001 par value |                                      |  |                                |   | 1,583,316   | D  |                                   |
| Common Stock, \$0.001 par value | 03/17/2014                           |  | P                              |   | 50,000  | A  | \$ 0.5                            |
|                                 |                                      |  |                                |   | 157,500   | D  | (1)                               |
| Common Stock, \$0.001 par value | 03/17/2014                           |  | P                              |   | 50,000  | A  | \$ 0.5                            |
|                                 |                                      |  |                                |   | 157,500   | D  | (2)                               |

|  |           |   |                   |
|--|-----------|---|-------------------|
| Common<br>Stock,<br>\$0.001 par<br>value | 9,081,989 | I | Footnote 3<br>(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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares      |        |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                    |        |
| Warrants  | \$ 0.5   | 03/17/2014                              |   | P                                    | 62,500<br>(4)  | 03/17/2014   | 03/17/2019  | Common<br>Stock,<br>\$0.001<br>par value | 62,500 |
| Warrants  | \$ 1.5   | 03/17/2014                              |   | P                                    | 37,500<br>(4)  | 03/17/2014   | 03/17/2015  | Common<br>Stock,<br>\$0.001<br>par value | 37,500 |
| Warrants  | \$ 0.5   | 03/17/2014                              |   | P                                    | 62,500<br>(4)  | 03/17/2014   | 03/17/2019  | Common<br>Stock,<br>\$0.001<br>par value | 62,500 |
| Warrants  | \$ 1.5   | 03/17/2014                              |   | P                                    | 37,500<br>(4)  | 03/17/2014   | 03/17/2015  | Common<br>Stock,<br>\$0.001<br>par value | 37,500 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | X             | X         |         |       |

Richardson Kevin A II  
100 CUMMINGS CENTER  
SUITE 324 C  
BEVERLY, MA 01915

## Signatures

Kevin A.  
Richardson, II                      03/18/2014

\_\_Signature of Reporting                      Date  
Person

## 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) These securities are owned directly by the Zachary G. Richardson UTMA. Mr. Kevin Richardson is a joint holder and the trustee for the plan.
- (2) These securities are owned directly by the Eleanor G. Richardson UTMA. Mr. Kevin Richardson is a joint holder and the trustee for the plan.
- 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.
- (3) 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.
- These shares were purchased as part of a private placement "Unit" offering, whereby each Unit consists of: (i) one share of common stock, par value \$0.001 per share;(ii) 125% coverage of a five-year common stock purchase warrant to purchase one share of common
- (4) stock, at an exercise price of \$0.50; and, (iii) 75% coverage of a one-year common stock purchase warrant to purchase one share of common stock, at an exercise price of \$1.50.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.