

CareView Communications Inc  
Form SC 13D/A  
January 04, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 15)

**CareView Communications, Inc.**

(Name of Issuer)

Common Stock, \$.001 Par Value Per Share

(Title Class of Securities)

141743104

(CUSIP Number)

HealthCor Management, L.P.

Carnegie Hall Tower

152 West 57th Street, 43rd Floor

New York, New York 10019

Attention: Anabelle Perez Gray

(212) 622-7731

With a Copy to:

Eugene McDermott

Locke Lord LLP

2800 Financial Plaza

Providence, RI 02903

(401) 276-6471

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

December 31, 2015

(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on 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).

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(1) NAME OF REPORTING PERSON

HealthCor Management, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS ..

2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

(7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

36,150,461

OWNED BY

(9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 36,150,461

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,150,461

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.6%

(14) TYPE OF REPORTING PERSON  
PN

CUSIP NO. 141743104 13D Page 4 of 20

(1) NAME OF REPORTING PERSON

HealthCor Associates, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS ..

2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES (7) SOLE VOTING POWER  
0

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 36,150,461

EACH (9) SOLE DISPOSITIVE POWER  
0

REPORTING (10) SHARED DISPOSITIVE POWER  
PERSON WITH 36,150,461

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,150,461

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.6%

(14) TYPE OF REPORTING PERSON  
OO- limited liability company

CUSIP NO. 141743104 13D Page 5 of 20

(1) NAME OF REPORTING PERSON

HealthCor Hybrid Offshore Master Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF

SHARES (7) SOLE VOTING POWER  
0

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 36,150,461

EACH (9) SOLE DISPOSITIVE POWER  
0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 36,150,461

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
36,150,461

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..



(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.6%

(14) TYPE OF REPORTING PERSON  
PN

CUSIP NO. 141743104 13D Page 6 of 20

(1) NAME OF REPORTING PERSON  
HealthCor Hybrid Offshore GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x  
(b)  ..

(3) SEC USE ONLY

(4) SOURCE OF FUNDS  
AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS ..  
2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES (7) SOLE VOTING POWER  
0

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 36,150,461

EACH (9) SOLE DISPOSITIVE POWER  
0

REPORTING (10) SHARED DISPOSITIVE POWER  
PERSON WITH 36,150,461

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
36,150,461

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.6%

(14) TYPE OF REPORTING PERSON  
OO-limited liability company

CUSIP NO. 141743104 13D Page 7 of 20

(1) NAME OF REPORTING PERSON

HealthCor Group, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS ..

2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

(7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

36,150,461

OWNED BY

(9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 36,150,461

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,150,461

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.6%

(14) TYPE OF REPORTING PERSON  
OO-limited liability company

CUSIP NO. 141743104 13D Page 8 of 20

(1) NAME OF REPORTING PERSON  
HealthCor Partners Management, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS  
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES (7) SOLE VOTING POWER  
0

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 34,276,909

EACH (9) SOLE DISPOSITIVE POWER  
0

REPORTING (10) SHARED DISPOSITIVE POWER  
PERSON WITH 34,276,909

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
34,276,909

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.7%

(14) TYPE OF REPORTING PERSON  
PN

CUSIP NO. 141743104 13D Page 9 of 20

(1) NAME OF REPORTING PERSON  
HealthCor Partners Management GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS  
AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES (7) SOLE VOTING POWER  
0

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 34,276,909

EACH (9) SOLE DISPOSITIVE POWER  
0

REPORTING (10) SHARED DISPOSITIVE POWER  
PERSON WITH 34,276,909

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
34,276,909

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..



(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.7%

(14) TYPE OF REPORTING PERSON  
OO- limited liability company

CUSIP NO. 141743104 13D Page 10 of 20

(1) NAME OF REPORTING PERSON

HealthCor Partners Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS ..

2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

(7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

34,276,909

OWNED BY

(9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 34,276,909

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,276,909

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.7%

(14) TYPE OF REPORTING PERSON  
PN

CUSIP NO. 141743104 13D Page 11 of 20

(1) NAME OF REPORTING PERSON

HealthCor Partners L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS ..

2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

(7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

34,276,909

OWNED BY

(9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 34,276,909

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,276,909

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.7%

(14) TYPE OF REPORTING PERSON  
PN

CUSIP NO. 141743104 13D Page 12 of 20

(1) NAME OF REPORTING PERSON

HealthCor Partners GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS ..

2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

(7) SOLE VOTING POWER

SHARES 0

BENEFICIALLY (8) SHARED VOTING POWER

34,276,909

OWNED BY

(9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 34,276,909

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,276,909

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.7%

(14) TYPE OF REPORTING PERSON  
OO- limited liability company

CUSIP NO. 141743104 13D Page 13 of 20

(1) NAME OF REPORTING PERSON

Jeffrey C. Lightcap

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF, PF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF

SHARES (7) SOLE VOTING POWER  
1,928,655

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 34,276,909

EACH (9) SOLE DISPOSITIVE POWER  
1,928,655

REPORTING (10) SHARED DISPOSITIVE POWER  
PERSON WITH 34,276,909

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
36,205,564

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..



(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
20.6%

(14) TYPE OF REPORTING PERSON  
IN

CUSIP NO. 141743104 13D Page 14 of 20

(1) NAME OF REPORTING PERSON

Arthur Cohen

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF, PF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF

SHARES (7) SOLE VOTING POWER  
2,243,208

BENEFICIALLY (8) SHARED VOTING POWER  
70,427,370

OWNED BY (9) SOLE DISPOSITIVE POWER  
EACH 2,243,208

REPORTING (10) SHARED DISPOSITIVE POWER  
PERSON WITH 70,427,370

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
72,670,578

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
34.3%

(14) TYPE OF REPORTING PERSON  
IN

CUSIP NO. 141743104 13D Page 15 of 20

(1) NAME OF REPORTING PERSON

Joseph Healey

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF, PF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS ..

2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF

(7) SOLE VOTING POWER

SHARES 1,653,134

BENEFICIALLY (8) SHARED VOTING POWER

70,427,370

OWNED BY

(9) SOLE DISPOSITIVE POWER

EACH 1,653,134

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 70,427,370

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

72,080,504

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
34.1%

(14) TYPE OF REPORTING PERSON  
IN

CUSIP NO. 141743104 13D Page 16 of 20

This Amendment No. 15 to Schedule 13D (the "Amendment") amends and supplements the beneficial ownership statement on Schedule 13D originally filed with the Securities and Exchange Commission on May 2, 2011, as amended by Amendment No. 1 filed October 3, 2011, Amendment No. 2 filed January 3, 2012, Amendment No. 3 filed February 2, 2012, Amendment No. 4 filed October 2, 2012, Amendment No. 5 filed April 5, 2013, Amendment No. 6 filed October 2, 2013, Amendment No. 7 filed January 3, 2014, Amendment No. 8 filed January 21, 2014, Amendment No. 9 filed July 1, 2014, Amendment No. 10 filed January 6, 2015, Amendment No. 11 filed February 20, 2015, Amendment No. 12 filed April 12, 2015, Amendment No. 13 filed July 6, 2015 and Amendment No. 14 filed October 2, 2015 (collectively, the "Original Statement"). The persons filing this Amendment are HealthCor Management, L.P., HealthCor Associates, LLC, HealthCor Hybrid Offshore Master Fund, L.P., HealthCor Hybrid Offshore GP, LLC, HealthCor Group, LLC, HealthCor Partners Management, L.P., HealthCor Partners Management GP, LLC, HealthCor Partners Fund, L.P., HealthCor Partners, L.P., HealthCor Partners GP, LLC, Jeffrey C. Lightcap, Joseph Healey and Arthur Cohen. The Original Statement, as amended by this Amendment (the "Statement"), relates to the shares of Common Stock of CareView Communications, Inc., par value \$0.001 (the "Common Stock").

Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Original Statement. This Amendment amends the Original Statement as specifically set forth herein. Except as set forth below, all previous Items in the Original Statement remain unchanged.

The Amendment is being filed for the purpose of reflecting the interest payments paid in kind on the 2011 Notes, 2012 Notes, 2014 Notes and 2015 Notes on December 31, 2015.

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

Item 5 is hereby amended and restated in its entirety as follows:

(a) Collectively, the Reporting Persons beneficially own an aggregate of 76,252,367 shares of Common Stock, representing (i) 6,663,810 shares of Common Stock that may be acquired upon conversion of the 2015 Notes (including interest paid in kind through December 31, 2015), (ii) 15,902,879 shares of Common Stock that may be acquired upon conversion of the 2014 Notes (including interest paid in kind through December 31, 2015), (iii) 6,477,044 shares of Common Stock that may be acquired upon conversion of the 2012 Notes (including interest paid in kind through December 31, 2015), (iv) 28,509,366 shares of Common Stock that may be acquired upon conversion of the 2011 Notes (including interest paid in kind through December 31, 2015), (v) 11,782,859 shares of Common Stock that may be acquired upon exercise of the 2011 Warrants, (vi) 4,000,000 shares of Common Stock that may be

acquired upon exercise of the 2014 Warrants (vii) 1,916,409 shares of Common Stock that may be acquired upon exercise of the 2015 Warrants and (viii) 1,000,000 shares of Common Stock that may be acquired upon exercise of the Sixth Amendment Warrants (the 2011 Warrants, the 2014 Warrants, the 2015 Warrants and the Sixth Amendment Warrants together, the “Warrants”). This aggregate amount represents approximately 35.4% of the Issuer’s outstanding common stock, based upon 139,380,748 shares outstanding, as reported outstanding as of November 16, 2015 in the Issuer’s most recent Quarterly Report on Form 10-Q, and gives effect to the conversion of all 2011 Notes, 2012 Notes, 2014 Notes and 2015 Notes held by the Reporting Persons into Common Stock and the exercise of all Warrants held by the Reporting Persons.

Of this amount:

(i) HCP Fund is the beneficial owner of (A) 2,139,838 shares of Common Stock underlying the current principal amount of the 2015 Note issued to it (including interest paid in kind through December 31, 2015), (B) 7,407,561 shares of Common Stock underlying the current principal amount of the 2014 Note issued to it (including interest paid in kind through December 31, 2015), (C) 3,017,007 shares of Common Stock underlying the current principal amount of the 2012 Note issued to it (including interest paid in kind through December 31, 2015), (D) 13,279,663 shares of Common Stock underlying the current principal amount of the 2011 Note issued to it (including interest paid in kind through December 31, 2015), (E) 465,800 shares of Common Stock that it has a right to acquire upon exercise of its Sixth Amendment Warrant, (F) 615,384 shares of Common Stock that it has a right to acquire upon exercise of its 2015 Warrant, (G) 1,863,200 shares of Common Stock that it has a right to acquire upon exercise of its 2014 Warrant and (H) 5,488,456 shares of Common Stock that it has a right to acquire upon exercise of its 2011 Warrant;

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(ii) By virtue of their relationship to HCP Fund, described in more detail under Item 2 of this Statement, each of HealthCor Partners, L.P., HCPGP, HealthCor Partners Management, L.P., and HCPMGP may be deemed to share beneficial ownership with HCP Fund of the shares of Common Stock beneficially owned by the HCP Fund;

(iii) Hybrid Fund is the beneficial owner of (A) 8,495,318 shares of Common Stock underlying the current principal amount of the 2014 Note issued to it (including interest paid in kind through December 31, 2015), (B) 3,460,037 shares of Common Stock underlying the current principal amount of the 2012 Note issued to it (including interest paid in kind through December 31, 2015), (C) 15,229,703 shares of Common Stock underlying the current principal amount of the 2011 Note issued to it (including interest paid in kind through December 31, 2015), (D) 534,200 shares of Common Stock that it has a right to acquire upon exercise of its Sixth Amendment Warrant, (E) 2,136,800 shares of Common Stock that it has a right to acquire upon exercise of its 2014 Warrant and (F) 6,294,403 shares of Common Stock that it has a right to acquire upon exercise of its 2011 Warrant;

(iv) By virtue of their relationship to Hybrid Fund, described in more detail under Item 2 of this Statement, each of Offshore GP, Group, HealthCor Management, L.P., and Associates may be deemed to share beneficial ownership with Hybrid Fund of the shares of Common Stock beneficially owned by the Hybrid Fund;

(v) By virtue of his relationship to HCP Fund, Mr. Lightcap may be deemed to share beneficial ownership of the shares of Common Stock beneficially owned by HCP Fund. In addition, Mr. Lightcap is the beneficial owner, through a retirement account, of (A) 1,497,886 shares of Common Stock underlying the current principal amount of the 2015 Note purchased by him under the Fifth Amendment (including interest paid in kind through December 31, 2015) and (B) 430,769 shares of Common Stock that he has a right to acquire upon exercise of his 2015 Warrant;

(vi) By virtue of his relationship to HCP Fund and Hybrid Fund, Mr. Cohen may be deemed to share beneficial ownership of the shares of Common Stock beneficially owned by each of the Funds. In addition, Mr. Cohen is the beneficial owner of (A) 1,742,183 shares of Common Stock underlying the current principal amount of the 2015 Note purchased by him under the Fifth Amendment (including interest paid in kind through December 31, 2015) and (B) 501,025 shares of Common Stock that he has a right to acquire upon exercise of his 2015 Warrant; and

(vii) By virtue of his relationship to HCP Fund and Hybrid Fund, Mr. Healey may be deemed to share beneficial ownership of the shares of Common Stock beneficially owned by each of the Funds. In addition, Mr. Healey is the beneficial owner of (A) 1,283,903 shares of Common Stock underlying the current principal amount of the 2015 Note purchased by him under the Fifth Amendment (including interest paid in kind through December 31, 2015) and (B) 369,231 shares of Common Stock that he has a right to acquire upon exercise of his 2015 Warrant.





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The filing of this Statement shall not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the shares of Common Stock owned by the Funds or any other Reporting Person. Pursuant to Rule 13d-4, each of the Reporting Persons disclaims such beneficial ownership.

(b) The information in Items 7 through 10 of each cover page to this Statement is incorporated by reference into this Item 5(b).

(c) On December 31, 2015, the Issuer paid in-kind interest on the 2011 Notes in the amounts of \$503,018 and \$576,883, on the 2012 Notes in the amounts of \$114,281 and \$131,062, and on the 2014 notes in the amounts of \$89,789 and \$102,974, in each case to HCP Fund and Hybrid Fund, respectively, and paid in-kind interest on the 2015 Notes in the amounts of \$33,719, \$23,603, \$27,453 and \$20,231 to HCP Fund, Mr. Lightcap, Mr. Cohen and Mr. Healey, respectively. Except as set forth in the previous sentence, the Reporting Persons have effected no transactions relating to the Common Stock during the past 60 days.

(d)-(e) Inapplicable.

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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.

January 4, 2016

HEALTHCOR  
MANAGEMENT, L.P.

By: HealthCor Associates,  
LLC, its general partner

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR HYBRID  
OFFSHORE GP, LLC, for  
itself and as general  
partner on behalf of  
HEALTHCOR HYBRID  
OFFSHORE MASTER  
FUND,  
L.P.

By: HealthCor Group, LLC,  
its general partner

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR  
ASSOCIATES, LLC

By: /s/ Anabelle Perez Gray

Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR GROUP, LLC

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR PARTNERS  
MANAGEMENT, L.P.

By: HealthCor Partners  
Management GP, LLC, its  
general partner

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

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HEALTHCOR PARTNERS  
MANAGEMENT GP, LLC

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR PARTNERS  
L.P., for itself and as general  
partner on behalf of  
HEALTHCOR PARTNERS  
FUND, L.P.

By: HealthCor Partners GP,  
LLC, its general partner

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR PARTNERS  
GP, LLC

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

JEFFREY C. LIGHTCAP,  
Individually

/s/ Jeffrey C. Lightcap

JOSEPH HEALEY,  
Individually

/s/ Joseph Healey

ARTHUR COHEN,  
Individually

/s/ Arthur Cohen

