

CareView Communications Inc
 Form 4
 February 19, 2015

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 *
 HealthCor Partners Management LP

2. Issuer Name and Ticker or Trading Symbol
 CareView Communications Inc
 [CRVW.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

152 W. 57TH STREET, 43RD FLOOR,

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2015

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

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | | | |
|--|---|-------------------------|--------------------|--|-----------------|------------------|-----|---------------------|--------------------|-----------------|--------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo Num Shar |
| Senior Secured Convertible Note due 2025 | \$ 0.52 | 02/17/2015 | A | | \$ 1,000,000 | | | <u>(1)</u> | 02/16/2025 | Common Stock | 1,9 |
| Senior Secured Convertible Note due 2025 | \$ 0.52 | 02/17/2015 | A | | \$ 700,000 | | | <u>(1)</u> | 02/16/2025 | Common Stock | 1,3 |
| Senior Secured Convertible Note due 2025 | \$ 0.52 | 02/17/2015 | A | | \$ 600,000 | | | <u>(1)</u> | 02/16/2025 | Common Stock | 1,1 |
| Senior Secured Convertible Note due 2025 | \$ 0.52 | 02/17/2015 | A | | \$ 814,166 | | | <u>(1)</u> | 02/16/2025 | Common Stock | 1,5 |
| Common Stock Warrants (Right to Buy) | \$ 0.52 | 02/17/2015 | A | | 615,384 | | | <u>(1)</u> | 02/17/2025 | Common Stock | 61 |
| Common Stock Warrants (Right to Buy) | \$ 0.52 | 02/17/2015 | A | | 430,769 | | | <u>(1)</u> | 02/17/2025 | Common Stock | 43 |
| Common Stock Warrants (Right to Buy) | \$ 0.52 | 02/17/2015 | A | | 369,231 | | | <u>(1)</u> | 02/17/2025 | Common Stock | 36 |
| Common Stock Warrants (Right to Buy) | \$ 0.52 | 02/17/2015 | A | | 501,025 | | | <u>(1)</u> | 02/17/2025 | Common Stock | 50 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HealthCor Partners Management LP 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | X | X | | |
| HealthCor Partners Management GP, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | X | X | | |
| HealthCor Partners Fund LP 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | X | X | | |
| HealthCor Partners LP 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | X | X | | |
| HealthCor Partners GP, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | X | X | | |
| Lightcap Jeffrey C 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | X | X | | |
| Cohen Arthur Bruce 12 SOUTH MAIN STREET SUITE #203 NORWALK, CT 06854 | X | X | | |
| Healey Joseph Patrick 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019 | X | X | | |

Signatures

| | |
|--|------------|
| HealthCor Partners Management, L.P., By: HealthCor Partners Management GP, LLC, its general partner, By: /s/ Anabelle P. Gray, General Counsel | 02/19/2015 |
| __Signature of Reporting Person | Date |
| HealthCor Partners Management GP, LLC, By: /s/ Anabelle P. Gray, General Counsel | 02/19/2015 |
| __Signature of Reporting Person | Date |
| 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 P. Gray, General Counsel | 02/19/2015 |
| __Signature of Reporting Person | Date |
| HealthCor Partners GP, LLC, By: /s/ Anabelle P. Gray, General Counsel | 02/19/2015 |

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| /s/ Anabelle P. Gray as attorney-in-fact for Jeffrey C. Lightcap | 02/19/2015 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Anabelle P. Gray as attorney-in-fact for Arthur Cohen | 02/19/2015 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Anabelle P. Gray as attorney-in-fact for Joseph Healey | 02/19/2015 |
| <u>Signature of Reporting Person</u> | 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) Immediately exercisable
- (2) Issued in connection with the purchase of the convertible notes for no additional consideration.
HealthCor Partners Fund, L.P. ("HCP Fund") is a private investment partnership which is the direct beneficial owner of the securities reported herein. HealthCor Partners L.P. serves as its general partner and HealthCor Partners GP, LLC ("HCPGP") serves as the general partner of HealthCor Partners L.P. HealthCor Partners Management, L.P. serves as the investment manager to HCP Fund and HealthCor Partners Management GP, LLC ("HCPMGP") serves as the general partner to Healthcor Partners Management, L.P. Jeffrey C. Lightcap, Arthur Cohen and Joseph Healey are managing members of HCPMGP and HCPGP. Each reporting person disclaims beneficial ownership of any securities that exceed their pecuniary interest in the securities held by these entities. Mr. Lightcap was appointed a director of the issuer in connection with HCP Fund's initial investment.
- (4) Mr. Lightcap is the indirect beneficial owner of the securities reported herein. No other reporting person has a pecuniary interest in these securities.
- (5) Mr. Healey is the direct beneficial owner of the securities reported herein. No other reporting person has a pecuniary interest in these securities.
- (6) Mr. Cohen is the direct beneficial owner of the securities reported herein. No other reporting person has a pecuniary interest in these securities.

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.