

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

NIERENBERG DAVID
Form SC 13D/A
August 06, 2003

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

AMEDISYS, INC.

(Name of Issuer)

COMMON

(Title of Class of Securities)

023436108

(CUSIP Number)

David Nierenberg, The D3 Family Fund, 19605 NE 8th St., Camas, WA 98607
(360) 604-8600

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

8/5/2003

(Date of Event which Requires
Filing of this Statement)

*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 the disclosures provided in a prior cover page.

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).

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SCHEDULE 13D

CUSIP No. 023436108

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1) NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The D3 Family Fund, L.P. (David Nierenberg is President of the General Partner, which is Nierenberg Investment Management Company, Inc.)

- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(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

Washington

7) SOLE VOTING POWER
NUMBER OF 857,600 (9.0%)
SHARES

8) SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 0

9) SOLE DISPOSITIVE POWER
REPORTING PERSON 857,600

10) SHARED DISPOSITIVE POWER
WITH 0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Aggregate amount owned is 1,374,250 shares (14.4%)

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

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

14.4%

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14) TYPE OF REPORTING PERSON*

PN

SCHEDULE 13D

CUSIP No. 023436108

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The D3 Family Retirement Fund, L.P.

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

(a) [X]
(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

Washington

NUMBER OF
SHARES

7) SOLE VOTING POWER
373,500 (3.9)

BENEFICIALLY
OWNED BY
EACH

8) SHARED VOTING POWER
0

REPORTING
PERSON

9) SOLE DISPOSITIVE POWER
373,500

WITH

10) SHARED DISPOSITIVE POWER
0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Aggregate amount owned is 1,374,250 shares (14.4%)

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

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SHARES* []

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

14.4%

14) TYPE OF REPORTING PERSON*

PN

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The D3 Children's Fund, L.P.

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

(a) [X]
(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

Washington

NUMBER OF 7) SOLE VOTING POWER

78,050 (0.8%)

SHARES

BENEFICIALLY 8) SHARED VOTING POWER

OWNED BY 0

EACH

REPORTING 9) SOLE DISPOSITIVE POWER

78,050

PERSON

WITH 10) SHARED DISPOSITIVE POWER

0

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11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Aggregate amount owned is 1,374,250 shares (14.4%)

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

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

14.4%

14) TYPE OF REPORTING PERSON*

PN

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Haredale, Ltd.

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

(a) [X]
(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

The Bahamas

7) SOLE VOTING POWER

NUMBER OF
SHARES 24,500 (0.3%)

BENEFICIALLY OWNED BY 8) SHARED VOTING POWER

EACH 0

REPORTING 9) SOLE DISPOSITIVE POWER

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PERSON 24,500

WITH 10) SHARED DISPOSITIVE POWER
0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Aggregate amount owned is 1,374,250 shares (14.4%)

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.4%

14) TYPE OF REPORTING PERSON*
CO

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CUSIP No. 023436108

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Olivier & Karen Roux

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(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
French citizens resident in United Kingdom

7) SOLE VOTING POWER
NUMBER OF 13,000 (0.1%)
SHARES -----

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- BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
- 8) SHARED VOTING POWER
- 0
-
- 9) SOLE DISPOSITIVE POWER
- 13,000
-
- 10) SHARED DISPOSITIVE POWER
- 0
-
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- Aggregate amount owned is 1,374,250 shares (14.4%)
-
- 12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 14.4%
-
- 14) TYPE OF REPORTING PERSON*
- IN
-

SCHEDULE 13D

CUSIP No. 023436108

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- 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- James Henry Hildebrandt
-
- 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

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Canadian citizen resident in Hong Kong

-
- | | | |
|--------------|------------------------------|--------------|
| NUMBER OF | 7) SOLE VOTING POWER | |
| SHARES | | 8,150 (0.1%) |
| ----- | | |
| BENEFICIALLY | 8) SHARED VOTING POWER | |
| OWNED BY | | 0 |
| ----- | | |
| EACH | 9) SOLE DISPOSITIVE POWER | |
| REPORTING | | 8,150 |
| ----- | | |
| PERSON | 10) SHARED DISPOSITIVE POWER | |
| WITH | | 0 |
| ----- | | |
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- Aggregate amount owned is 1,374,250 shares (14.4%)
-
- 12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []
-
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 14.4%
-
- 14) TYPE OF REPORTING PERSON*
- IN
-

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- 1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- Toxford Corporation
-
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a) [X]
(b) []
-
- 3) SEC USE ONLY
-
- 4) SOURCE OF FUNDS
- WC
-

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Channel Islands, British Isles

7) SOLE VOTING POWER
NUMBER OF 4,850 (0.0%)
SHARES

8) SHARED VOTING POWER
BENEFICIALLY OWNED BY 0
EACH

9) SOLE DISPOSITIVE POWER
REPORTING PERSON 4,850

10) SHARED DISPOSITIVE POWER
WITH 0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Aggregate amount owned is 1,374,250 shares (14.4%)

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

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

14.4%

14) TYPE OF REPORTING PERSON*

CO

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Henry E. Hooper

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(b) []

3) SEC USE ONLY

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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

Washington

7) SOLE VOTING POWER
NUMBER OF 1,500 (0.0%)
SHARES

8) SHARED VOTING POWER
BENEFICIALLY OWNED BY 0
EACH

9) SOLE DISPOSITIVE POWER
REPORTING 1,500
PERSON

10) SHARED DISPOSITIVE POWER
WITH 0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Aggregate amount owned is 1,374,250 shares (14.4%)

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* []

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

14.4%

14) TYPE OF REPORTING PERSON*

IN

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),
11100 Mead Road, Suite 300,
Baton Rouge, LA 70816

Item 2. Identity and Background

The D3 Family Fund, L.P., a Washington State limited partnership, whose
principal business is investing in domestic micro-cap public equities.
Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions

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or administrative proceedings as described in Item 2(d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its partners. Aggregate amount invested by The D3 Family Fund, L.P. in AMED is \$5,981,000.

Item 4. Purpose of Transaction

We have continued building our position in AMED as a long term investment, because we are encouraged by the actions management has taken to reduce costs and generate cash. The Board of Directors is working to improve corporate governance, and we feel the prospects for reasonable Medicare reimbursement are brightening. We remain convinced that home health care has a solid future as a low cost, high quality alternative to hospitalization.

Item 5. Interest in Securities of the Issuer

(a,b) D3 Family Fund owns and has sole voting power over 857,600 AMED shares.

(c) D3's transactions in the last 60 days:

Date	# of shares	Price paid
8/ 1/03	600	\$6.56
8/ 5/03	174,600	6.53

(d) N/A

(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

August 6, 2003

Date

/s/DAVID NIERENBERG

David Nierenberg
President
Nierenberg Investment Management
Company, Inc., the General Partner
of The D3 Family Fund, L.P.

Item 1. Security and Issuer

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Common stock of Amedisys, Inc. (AMED),
11100 Mead Road, Suite 300,
Baton Rouge, LA 70816

Item 2. Identity and Background

The D3 Family Retirement Fund, L.P., a Washington State limited partnership, whose principal business is investing in domestic micro-cap public equities. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in Item 2(d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its partners. Aggregate amount invested by The D3 Family Retirement Fund, L.P.in AMED is \$2,303,000.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

(a,b) D3 Family Retirement Fund owns and hassole voting power over 373,500 AMED shares.

(c) Transactions in the last 60 days:

Date	# of shares	Price paid
-----	-----	-----
8/ 5/03	73,400	6.53

(d) N/A

(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

August 6, 2003

Date

/s/DAVID NIERENBERG

David Nierenberg
President
Nierenberg Investment Management
Company, Inc., the General Partner
of The D3 Family Retirement Fund, L.P.

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),
11100 Mead Road, Suite 300,
Baton Rouge, LA 70816

Item 2. Identity and Background

The D3 Children's Fund, L.P., a Washington State limited partnership, whose principal business is investing in domestic micro-cap public equities. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in Item 2(d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its partners. Aggregate amount invested by The D3 Children's Fund, L.P. in AMED is \$564,000.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

(a,b) D3 Children's Fund owns and has sole voting power over 78,050 AMED shares.

(c) Our transactions in the last 60 days:

Date	# of shares	Price paid
-----	-----	-----
8/ 5/03	14,000	6.53

(d) N/A

(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

August 6, 2003

Date

/s/DAVID NIERENBERG

David Nierenberg
President
Nierenberg Investment Management
Company, Inc., the General Partner

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of The D3 Children's Fund, L.P.

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),
11100 Mead Road, Suite 300,
Baton Rouge, LA 70816

Item 2. Identity and Background

- (a) Haredale Ltd., a Bahamian corporation.
- (b) P.O. Box N-4465, Nassau, New Providence, The Bahamas.
- (c) Haredale is in the investment business at the address above.
- (d) None
- (e) None
- (f) The Bahamas.

Item 3. Source and Amount of Funds or Other Consideration

Haredale owns, and Mr. Nierenberg has sole voting and dispositive power over, its 24,500 shares.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

- (a,b) Haredale owns, and Mr. Nierenberg has sole voting and dispositive power over, its 24,500 shares.
- (c) N/A
- (d) N/A
- (e) N/A

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

Haredale pays Mr. Nierenberg an annual management fee and a share of its net profits for his personal management of its account.

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

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August 6, 2003

/s/DAVID NIERENBERG

Date

David Nierenberg
Authorized to trade for
Haredale, Ltd.

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),
11100 Mead Road, Suite 300,
Baton Rouge, LA 70816

Item 2. Identity and Background

- (a) Olivier & Karen Roux, a French citizens resident in the United Kingdom.
- (b) Talisman Management Ltd., 37 Ixworth Place, London SW3, England.
- (c) Mr. Roux is a management consultant, Mrs. Roux is a homemaker.
- (d) None
- (e) None
- (f) French citizens resident in the United Kingdom.

Item 3. Source and Amount of Funds or Other Consideration

Mr. & Mrs. Roux own, and Mr. Nierenberg has sole voting and dispositive power over, his 13,000 AMED shares.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

- (a,b) Mr. & Mrs. Roux own, and Mr. Nierenberg has sole voting and dispositive power over, their 13,000 AMED shares.

- (c) Transactions in the last 60 days:

Date	# of shares	Price paid
-----	-----	-----
8/ 1/03	1,500	\$6.56
8/ 5/03	1,500	6.53

- (d) N/A

- (e) N/A

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

Mr. Roux pays Mr. Nierenberg an annual management fee and a share of its net profits for his personal management of Mr. Roux's account.

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Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

August 6, 2003

/s/DAVID NIERENBERG

Date

David Nierenberg
Authorized to trade for
Olivier & Karen Roux

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),
11100 Mead Road, Suite 300,
Baton Rouge, LA 70816

Item 2. Identity and Background

- (a) James Henry Hildebrandt a Canadian citizen resident in Hong Kong.
- (b) c/o Bain & Company, Tenth Floor, One Pacific Place, 88 Queensway, Hong Kong.
- (c) Mr. Hildebrandt is a management consultant.
- (d) None
- (e) None
- (f) A Canadian citizen resident in Hong Kong.

Item 3. Source and Amount of Funds or Other Consideration

Mr. Hildebrandt owns, and Mr. Nierenberg has sole voting and dispositive power over, his 8,150 AMED shares.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

(a,b) Mr. Hildebrandt owns, and Mr. Nierenberg has sole voting and dispositive power over, his 8,150 AMED shares.

(c) Transactions in the last 60 days:

Date	# of shares	Price paid
-----	-----	-----
8/ 1/03	1,150	\$6.50

(d) N/A

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(e) N/A

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

Mr. Hildebrandt pays Mr. Nierenberg an annual management fee and a share of its net profits for his personal management of his account.

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

August 6, 2003

/s/DAVID NIERENBERG

Date

David Nierenberg
Authorized to trade for
John Henry Hildebrandt

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),
11100 Mead Road, Suite 300,
Baton Rouge, LA 70816

Item 2. Identity and Background

- (a) Toxford Corporation, a Channel Islands corporation.
- (b) P.O. Box 3048, St. Andrews House, Le Bordage, St. Peter Port, Guernsey, Channel Islands, British Isles.
- (c) Toxford Corporation is in the investment business.
- (d) None
- (e) None
- (f) Channel Islands, British Isles.

Item 3. Source and Amount of Funds or Other Consideration

Toxford Corporation owns, and Mr. Nierenberg has sole voting and dispositive power over, its 4,850 AMED shares.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

- (a,b) Toxford Corporation owns, and Mr. Nierenberg has sole voting and dispositive power over, its 4,850 AMED shares.

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(c) Transactions in the last 60 days:

Date	# of shares	Price paid
8/ 1/03	850	\$6.56

(d) N/A

(e) N/A

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

Toxford Corporation pays Mr. Nierenberg an annual management fee and a share of its net profits for his personal management of its account.

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

August 6, 2003

Date

/s/DAVID NIERENBERG

David Nierenberg
Authorized to trade for
Toxford Corporation

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),
11100 Mead Road, Suite 300,
Baton Rouge, LA 70816

Item 2. Identity and Background

- (a) Henry Hooper, a United States Citizen.
- (b) 4317 Wistaria Dr., Portland, OR 97213.
- (c) Mr. Hooper is a General Partner of the D3 Family Fund, LP.
- (d) No convictions or administrative proceedings as described in Items 2(d) and (e).
- (e) None.
- (f) United States, resident of Oregon.

Item 3. Source and Amount of Funds or Other Consideration

Mr. Hooper has sole voting and dispositive power over, his 1,500 AMED

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shares.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

(a,b) Mr. Hooper has sole voting and dispositive power over, his 1,500 AMED shares.

(c) N/A

(d) N/A

(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

August 6, 2003

Date

/s/DAVID NIERENBERG

David Nierenberg

President

Nierenberg Investment Management

Company, Inc., the General Partner

of The D3 Family Fund, L.P.