MERGE HEALTHCARE INC
Form 4
March 05, 2012

FORM 4

OMB APPROVAL

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

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 *
Merrick RIS, LLC

(Last) (First) (Middle)

350 NORTH ORLEANS STREET, 10TH FLOOR

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MERGE HEALTHCARE INC [MRGE]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								31,523,637	D	
Common Stock								500,000	I	Parent Holding (1)

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options	$ 6.33	03/01/2012		A		800,000 (2)		03/01/2013 (3)	02/28/2018	Common Stock	800,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Merrick RIS, LLC 350 NORTH ORLEANS STREET 10TH FLOOR CHICAGO, IL 60654		X		
FERRO MICHAEL W JR 350 NORTH ORLEANS STREET 10TH FLOOR CHICAGO, IL 60654	X	X		

Signatures

Julie Ann B. Schumitsch, by Power of Attorney for Merrick RIS, LLC	03/05/2012
**Signature of Reporting Person	Date
Julie Ann B. Schumitsch, by Power of Attorney for Michael W. Ferro, Jr.	03/05/2012
**Signature of Reporting Person	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) Shares issued to Merrick Healthcare Solutions, LLC, an Indiana limited liability company (prior to its dissolution, "Merrick Healthcare"), as consideration of the purchase price of the acquisition by Merge Healthcare Incorporated ("Merge Healthcare") of the assets of and relating to the Olivia Greets business line previously owned by Merrick Healthcare, a former wholly owned subsidiary operation of Merrick Ventures, LLC, a private investment firm ("Merrick Ventures"), of which Merrick RIS, LLC, a Delaware limited liability company ("Merrick RIS"), is also a subsidiary. These shares were subsequently transferred from Merrick Healthcare to Merrick Ventures. Merrick RIS is not a beneficial owner of these shares held by Merrick Healthcare.

(2) Nonqualified stock options to purchase shares of Common Stock granted to Michael W. Ferro, Jr., Chairman of the Board, in lieu of cash compensation in accordance with Merge Healthcare's Director Compensation Plan.

(3) Nonqualified stock options to purchase 200,000 shares of Common Stock vesting on each of March 1, 2013, March 1, 2014, March 1, 2015 and March 1, 2016.

Remarks:

The reporting persons are Merrick RIS, LLC ("Merrick RIS"), a Delaware limited liability company, and Michael W. Ferro, Jr

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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