

MERGE HEALTHCARE INC  
Form SC 13D/A  
June 21, 2013

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 10)

Merge Healthcare Incorporated

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(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

589499102  
(CUSIP Number)

Merrick Venture Management Holdings, LLC  
350 North Orleans Street  
10th Floor  
Chicago, Illinois 60654  
(312) 994-9494

With a Copy to:

Sanford E. Perl, P.C.  
Gerald T. Nowak, P.C.  
Kirkland & Ellis LLP  
300 North LaSalle Street  
Chicago, Illinois 60654  
(312) 862-2000

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

June 18, 2013

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(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.

\*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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NAME OF  
REPORTING  
1 PERSON  
Michael W. Ferro,  
Jr.

CHECK THE  
APPROPRIATE  
BOX IF A  
2 MEMBER OF A  
GROUP

(a)   
(b)   
3 SEC USE ONLY

SOURCE OF  
4 FUNDS (SEE  
INSTRUCTIONS)  
PF  
CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS

5 IS REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR  
2(e)

CITIZENSHIP OR  
PLACE OR  
6 ORGANIZATION  
USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		26,631,298
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		26,631,298
PERSON	10	SHARED DISPOSITIVE POWER
WITH		0

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
26,631,298

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

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 11  
28.5%  
TYPE OF REPORTING PERSON  
IN

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14

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1 NAME OF REPORTING PERSON  
Merrick Venture Management  
Holdings, LLC

2 CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)  
WC

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

6 CITIZENSHIP OR PLACE OR  
ORGANIZATION  
Delaware

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SOLE VOTING POWER  
0

9 SHARED VOTING POWER  
21,105,857

10 SOLE DISPOSITIVE POWER  
0

11 SHARED DISPOSITIVE POWER  
21,105,857

12 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON  
21,105,857

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

14 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
22.6%

15 TYPE OF REPORTING PERSON  
OO

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ITEM 1. SECURITY AND ISSUER

The following constitutes Amendment No. 10 ("Amendment No. 10") to the Schedule 13D (the original Schedule 13D, as amended prior to the date hereof, is referred to herein as the "Schedule 13D") filed by the undersigned with the Securities and Exchange Commission (the "SEC") on June 16, 2008. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms as set forth in the Schedule 13D.

Amendment No. 10 is being filed to report changes in the beneficial ownership of the Reporting Persons as a result of the gift of shares of Common Stock of Merge Healthcare Incorporated ("Merge" or the "Company") by Merrick Venture Management Holdings, LLC ("MVMH") to a charitable foundation.

ITEM 3 . SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Schedule 13D is hereby supplemented as follows:

On June 18, 2013, MVMH gifted 1,000,000 shares of Common Stock of the Company to a charitable foundation. As of the opening of trading on the filing date of this Amendment No. 10, Michael W. Ferro, Jr. ("Ferro") beneficially owned 26,631,298 shares of Common Stock (including options covering 600,000 shares of Common Stock that are currently exercisable or will become exercisable within sixty (60) days of June 20, 2013).

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 (a), (b), and (c) of the Schedule 13D are hereby amended and restated as follows:

(a), (b) As of the opening of trading on the filing date of this Amendment No. 10, Ferro is deemed to have sole voting and dispositive power over the shares of Common Stock directly owned by the following entities which he controls:

Name of Holder	Number of Shares	Percent of Shares Outstanding
Merrick Ventures, LLC	4,925,441	5.3%
Merrick Venture Management Holdings, LLC	21,105,857	22.6%

In addition, Ferro holds options covering 600,000 shares of Common Stock that are currently exercisable or will become exercisable within sixty (60) days of June 20, 2013. Ferro does not directly own any shares of Common Stock. Ferro disclaims beneficial ownership of the shares of Common Stock deemed to be beneficially owned by him, except to the extent of his pecuniary interest in such shares. The ownership percentages are calculated based on 93,466,114 shares of Common Stock as reported by the Company to be outstanding as of April 20, 2013 in its Quarterly Report on Form 10-Q filed with the SEC on May 1, 2013.

(c) Except for the transactions described above and elsewhere in this Schedule 13D, during the last sixty (60) days, there were no transactions in shares of the Common Stock of the Company effected by the Reporting Persons.

ITEM 7. MATERIAL TO BE FILED AS AN EXHIBIT

Exhibit 1 Joint Filing Agreement

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**SIGNATURES**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: June 20, 2013

MERRICK VENTURE  
MANAGEMENT HOLDINGS,  
LLC

By: /s/ Michael W. Ferro, Jr.  
Name: Michael W. Ferro, Jr.  
Title: Managing Member

By: /s/ Michael W. Ferro, Jr.  
. Michael W. Ferro, Jr

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EXHIBIT INDEX

Exhibit Description

Exhibit 1 Joint Filing Agreement

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