

Lam Thomas S.
Form 4
March 26, 2019

FORM 4

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

OMB APPROVAL

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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 *
Lam Thomas S.

2. Issuer Name and Ticker or Trading Symbol
Apollo Medical Holdings, Inc.
[AMEH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-Chief Executive Officer

1668 S. GARFIELD AVENUE, 2ND FLOOR

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

ALHAMBRA, CA 91801

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	12/08/2018 ⁽¹⁾⁽²⁾		A ⁽¹⁾⁽²⁾		86,876 ⁽¹⁾⁽²⁾	A	\$ 0	1,650,640	D	
Common Stock	12/08/2018 ⁽¹⁾⁽²⁾		A ⁽¹⁾⁽²⁾		93,451 ⁽¹⁾⁽²⁾	A	\$ 0	1,775,560	I	By Allied Physicians of California, A Professional Medical Corporation ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lam Thomas S. 1668 S. GARFIELD AVENUE 2ND FLOOR ALHAMBRA, CA 91801	X		Co-Chief Executive Officer	

Signatures

/s/ Thomas S. Lam,
M.D. 03/26/2019

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) On December 8, 2017, a merger transaction between Apollo Medical Holdings, Inc. (the "Issuer") and Network Medical Management, Inc. ("NMM") was consummated (the "Merger"). As previously disclosed in the Issuer's SEC filings, at the closing of the Merger, 10% of the total number of shares of the Issuer's common stock issuable to pre-Merger NMM shareholders was held back to secure indemnification rights of the Issuer and its affiliates (the "Holdback Shares"), which Holdback Shares were to be released to former NMM shareholders 50% on the first, and 50% on the second anniversaries of the closing of the Merger if no indemnification claims are made by such dates.
- (2) No indemnification claim was made before December 8, 2018 and, accordingly, the first half of the Holdback Shares was automatically released for issuance on that date. The number of acquired securities reported in this statement represent the Reporting Person's pro rata portion of the released Holdback Shares. Accordingly, the Reporting Person is deemed to be the beneficial owner of those shares as of

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December 8, 2018. The book entry issuance of the Reporting Person's pro rata portion of the Holdback Shares was completed on March 22, 2019.

- (3) These shares represent the Holdback Shares that were released as part of the Merger to Allied Physicians of California, A Professional Medical Corporation of which Reporting Person is a director, officer and shareholder. Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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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