

CareView Communications Inc  
Form SC 13D/A  
April 02, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 12)

**CareView Communications, Inc.**

(Name of Issuer)

Common Stock, \$.001 Par Value Per Share

(Title Class of Securities)

141743104

(CUSIP Number)

HealthCor Management, L.P.

Carnegie Hall Tower

152 West 57th Street, 43rd Floor

Edgar Filing: CareView Communications Inc - Form SC 13D/A

New York, New York 10019

Attention: Anabelle Perez Gray

(212) 622-7731

With a Copy to:

Eugene McDermott

Locke Lord LLP

2800 Financial Plaza

Providence, RI 02903

(401) 276-6471

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 31, 2015

(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.

(Continued on following pages)

(Page 1 of 20 Pages)

(1) 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).

CUSIP NO. 141743104 13D Page 2 of 20

(1) NAME OF REPORTING PERSON

HealthCor Management, 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

Delaware

(7) SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

33,753,226

(9) SOLE DISPOSITIVE POWER

0

(10) SHARED DISPOSITIVE POWER

33,753,226

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING PERSON

33,753,226

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

..

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

19.5%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 3 of 20

(1) NAME OF REPORTING PERSON

HealthCor Associates, LLC

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

(a)  x  
(b)  ..

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

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

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

33,753,226

(9) SOLE DISPOSITIVE POWER

0

(10) SHARED DISPOSITIVE POWER

33,753,226

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

33,753,226

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

..

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

19.5%

(14) TYPE OF REPORTING PERSON

OO- limited liability company

CUSIP NO. 141743104 13D Page 4 of 20

(1) NAME OF REPORTING PERSON

HealthCor Hybrid Offshore Master 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

AF

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

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

(7) SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

33,753,226

(9) SOLE DISPOSITIVE POWER

0

(10) SHARED DISPOSITIVE POWER

33,753,226

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED



BY EACH REPORTING PERSON

33,753,226

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

..

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

19.5%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 5 of 20

(1) NAME OF REPORTING PERSON

HealthCor Hybrid Offshore GP, LLC

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

(a)  x  
(b)  ..

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

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

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

33,753,226

(9) SOLE DISPOSITIVE POWER

0

(10) SHARED DISPOSITIVE POWER

33,753,226

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING PERSON

33,753,226

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

..

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

19.5%

(14) TYPE OF REPORTING PERSON

OO-limited liability company

CUSIP NO. 141743104 13D Page 6 of 20

(1) NAME OF REPORTING PERSON

HealthCor Group, LLC

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

(a)  x  
(b)  ..

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

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

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

33,753,226

(9) SOLE DISPOSITIVE POWER

0

(10) SHARED DISPOSITIVE POWER

33,753,226

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING PERSON

33,753,226

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

..

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

19.5%

(14)TYPE OF REPORTING PERSON

OO-limited liability company

CUSIP NO. 141743104 13D Page 7 of 20

(1) NAME OF REPORTING PERSON

HealthCor Partners Management, 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

Delaware

(7) SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

31,997,924

(9) SOLE DISPOSITIVE POWER

0

(10) SHARED DISPOSITIVE POWER

31,997,924

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING PERSON

31,997,924

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

..

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

18.7%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 8 of 20

(1) NAME OF REPORTING PERSON

HealthCor Partners Management GP, LLC

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

(a)  x  
(b)  ..

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

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

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

31,997,924

(9) SOLE DISPOSITIVE POWER

0

(10) SHARED DISPOSITIVE POWER

31,997,924

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED



BY EACH REPORTING PERSON

31,997,924

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

..

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

18.7%

(14) TYPE OF REPORTING PERSON

OO- limited liability company

CUSIP NO. 141743104 13D Page 9 of 20

(1) NAME OF REPORTING PERSON

HealthCor Partners 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

AF

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

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

31,997,924

(9) SOLE DISPOSITIVE POWER

0

(10) SHARED DISPOSITIVE POWER

31,997,924

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING PERSON

31,997,924

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

..

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

18.7%

(14)TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 10 of 20

(1) NAME OF REPORTING PERSON

HealthCor Partners L.P.

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

(a)  x  
(b)  ..

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

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

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

31,997,924

(9) SOLE DISPOSITIVE POWER

0

(10) SHARED DISPOSITIVE POWER

31,997,924

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING PERSON

31,997,924

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

..

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

18.7%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 11 of 20

(1) NAME OF REPORTING PERSON

HealthCor Partners GP, LLC

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

(a)  x  
(b)  ..

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

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

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

31,997,924

(9) SOLE DISPOSITIVE POWER

0

(10) SHARED DISPOSITIVE POWER

31,997,924

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING PERSON

31,997,924

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

..

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

18.7%

(14)TYPE OF REPORTING PERSON

OO- limited liability company

CUSIP NO. 141743104 13D Page 12 of 20

(1) NAME OF REPORTING PERSON

Jeffrey C. Lightcap

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

(a)  x  
(b)  ..

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF, PF

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

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

(7) SOLE VOTING POWER

1,796,569

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

31,997,924

(9) SOLE DISPOSITIVE POWER

1,796,569

(10) SHARED DISPOSITIVE POWER

31,997,924

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED



BY EACH REPORTING PERSON

33,794,493

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

..

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

19.5%

(14) TYPE OF REPORTING PERSON

IN

CUSIP NO. 141743104 13D Page 13 of 20

(1) NAME OF REPORTING PERSON

Arthur Cohen

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

(a)  x  
(b)  ..

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF, PF

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

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

(7) SOLE VOTING POWER

2,089,579

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

65,751,150

(9) SOLE DISPOSITIVE POWER

2,089,579

(10) SHARED DISPOSITIVE POWER

65,751,150

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING PERSON

67,840,729

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

..

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

32.7%

(14) TYPE OF REPORTING PERSON

IN

CUSIP NO. 141743104 13D Page 14 of 20

(1) NAME OF REPORTING PERSON

Joseph Healey

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

(a)  x  
(b)  ..

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF, PF

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

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

(7) SOLE VOTING POWER

1,539,916

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

(8) SHARED VOTING POWER

65,751,150

(9) SOLE DISPOSITIVE POWER

1,539,916

(10) SHARED DISPOSITIVE POWER

65,751,150

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED

BY EACH REPORTING PERSON

67,291,066

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

..

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

32.6%

(14) TYPE OF REPORTING PERSON

IN

CUSIP NO. 141743104 13D Page 15 of 20

This Amendment No. 12 to Schedule 13D (the "Amendment") amends and supplements the beneficial ownership statement on Schedule 13D originally filed with the Securities and Exchange Commission on May 2, 2011, as amended by Amendment No. 1 filed October 3, 2011, Amendment No. 2 filed January 3, 2012, Amendment No. 3 filed February 2, 2012, Amendment No. 4 filed October 2, 2012, Amendment No. 5 filed April 5, 2013, Amendment No. 6 filed October 2, 2013, Amendment No. 7 filed January 3, 2014, Amendment No. 8 filed January 21, 2014, Amendment No. 9 filed July 1, 2014, Amendment No. 10 filed January 6, 2015 and Amendment No. 11 filed February 20, 2015 (collectively, the "Original Statement"). The persons filing this Amendment are HealthCor Management, L.P., HealthCor Associates, LLC, HealthCor Hybrid Offshore Master Fund, L.P., HealthCor Hybrid Offshore GP, LLC, HealthCor Group, LLC, HealthCor Partners Management, L.P., HealthCor Partners Management GP, LLC, HealthCor Partners Fund, L.P., HealthCor Partners, L.P., HealthCor Partners GP, LLC, Jeffrey C. Lightcap, Joseph Healey and Arthur Cohen. The Original Statement, as amended by this Amendment (the "Statement"), relates to the shares of Common Stock of CareView Communications, Inc., par value \$0.001 (the "Common Stock").

Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Original Statement. This Amendment amends the Original Statement as specifically set forth herein. Except as set forth below, all previous Items in the Original Statement remain unchanged.

The Amendment is being filed for the purpose of reflecting the entry into the Sixth Amendment to the Note and Warrant Purchase Agreement and the issuance of warrants to the Funds to purchase an aggregate of 1,000,000 shares of Common Stock, in each case as described under Item 6 of this Statement.

#### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a) Collectively, the Reporting Persons beneficially own an aggregate of 71,177,214 shares of Common Stock, representing (i) 6,076,181 shares of Common Stock that may be acquired upon conversion of the 2015 Notes (including interest paid in kind through March 31, 2015), (ii) 14,500,530 shares of Common Stock that may be acquired upon conversion of the 2014 Notes (including interest paid in kind through March 31, 2015), (iii) 5,905,885 shares of Common Stock that may be acquired upon conversion of the 2012 Notes (including interest paid in kind through March 31, 2015), (iv) 25,995,350 shares of Common Stock that may be acquired upon conversion of the 2011 Notes (including interest paid in kind through March 31, 2015), (v) 11,782,859 shares of Common Stock that may be acquired upon exercise of the 2011 Warrants, (vi) 4,000,000 shares of Common Stock that may be acquired upon exercise of the 2014 Warrants (vii) 1,916,409 shares of Common Stock that may be acquired upon exercise of the 2015 Warrants and (viii) 1,000,000 shares of Common Stock that may be acquired upon exercise of the Sixth

Amendment Warrants, as defined in Item 6 of this Statement (the 2011 Warrants, the 2014 Warrants, the 2015 Warrants and the Sixth Amendment Warrants together, the “Warrants”). This aggregate amount represents approximately 33.8% of the Issuer’s outstanding common stock, based upon 139,380,748 shares outstanding, as reported outstanding as of March 31, 2015 in the Issuer’s most recent Annual Report on Form 10-K, and gives effect to the conversion of all 2011 Notes, 2012 Notes, 2014 Notes and 2015 Notes held by the Reporting Persons into Common Stock and the exercise of all Warrants held by the Reporting Persons.

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Of this amount:

(i) HCP Fund is the beneficial owner of (A) 1,951,142 shares of Common Stock underlying the current principal amount of the 2015 Note issued to it (including interest paid in kind through March 31, 2015), (B) 6,754,347 shares of Common Stock underlying the current principal amount of the 2014 Note issued to it (including interest paid in kind through March 31, 2015), (C) 2,750,961 shares of Common Stock underlying the current principal amount of the 2012 Note issued to it (including interest paid in kind through March 31, 2015), (D) 12,108,634 shares of Common Stock underlying the current principal amount of the 2011 Note issued to it (including interest paid in kind through March 31, 2015), (E) 465,800 shares of Common Stock that it has a right to acquire upon exercise of its Sixth Amendment Warrant, (F) 615,384 shares of Common Stock that it has a right to acquire upon exercise of its 2015 Warrant, (G) 1,863,200 shares of Common Stock that it has a right to acquire upon exercise of its 2014 Warrant and (H) 5,488,456 shares of Common Stock that it has a right to acquire upon exercise of its 2011 Warrant;

(ii) By virtue of their relationship to HCP Fund, described in more detail under Item 2 of this Statement, each of HealthCor Partners, L.P., HCPGP, HealthCor Partners Management, L.P., and HCPMGP may be deemed to share beneficial ownership with HCP Fund of the shares of Common Stock beneficially owned by the HCP Fund;

(iii) Hybrid Fund is the beneficial owner of (A) 7,746,183 shares of Common Stock underlying the current principal amount of the 2014 Note issued to it (including interest paid in kind through March 31, 2015), (B) 3,154,924 shares of Common Stock underlying the current principal amount of the 2012 Note issued to it (including interest paid in kind through March 31, 2015), (C) 13,886,716 shares of Common Stock underlying the current principal amount of the 2011 Note issued to it (including interest paid in kind through March 31, 2015), (D) 534,200 shares of Common Stock that it has a right to acquire upon exercise of its Sixth Amendment Warrant, (E) 2,136,800 shares of Common Stock that it has a right to acquire upon exercise of its 2014 Warrant and (F) 6,294,403 shares of Common Stock that it has a right to acquire upon exercise of its 2011 Warrant;

(iv) By virtue of their relationship to Hybrid Fund, described in more detail under Item 2 of this Statement, each of Offshore GP, Group, HealthCor Management, L.P., and Associates may be deemed to share beneficial ownership with Hybrid Fund of the shares of Common Stock beneficially owned by the Hybrid Fund;

(v) By virtue of his relationship to HCP Fund, Mr. Lightcap may be deemed to share beneficial ownership of the shares of Common Stock beneficially owned by the HCP Fund. In addition, Mr. Lightcap is the beneficial owner, through a retirement account, of (A) 1,365,800 shares of Common Stock underlying the current principal amount of the 2015 Note purchased by him under the Fifth Amendment (including interest paid in kind through March 31, 2015) and (B) 430,769 shares of Common Stock that he has a right to acquire upon exercise of his 2015 Warrant;



(vi) By virtue of his relationship to HCP Fund and Hybrid Fund, Mr. Cohen may be deemed to share beneficial ownership of the shares of Common Stock beneficially owned by each of the Funds. In addition, Mr. Cohen is the beneficial owner of (A) 1,588,554 shares of Common Stock underlying the current principal amount of the 2015 Note purchased by him under the Fifth Amendment (including interest paid in kind through March 31, 2015) and (B) 501,025 shares of Common Stock that he has a right to acquire upon exercise of his 2015 Warrant; and

CUSIP NO. 141743104 13D Page 17 of 20

(vii) By virtue of his relationship to HCP Fund and Hybrid Fund, Mr. Healey may be deemed to share beneficial ownership of the shares of Common Stock beneficially owned by each of the Funds. In addition, Mr. Healey is the beneficial owner of (A) 1,170,685 shares of Common Stock underlying the current principal amount of the 2015 Note purchased by him under the Fifth Amendment (including interest paid in kind through March 31, 2015) and (B) 369,231 shares of Common Stock that he has a right to acquire upon exercise of his 2015 Warrant.

The filing of this Statement shall not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the shares of Common Stock owned by the Funds or any other Reporting Person. Pursuant to Rule 13d-4, each of the Reporting Persons disclaims such beneficial ownership.

(b) The information in Items 7 through 10 of each cover page to this Statement is incorporated by reference into this Item 5(b).

(c) Except as set forth in this Amendment, including under Item 6 below, the Reporting Persons have effected no transactions relating to the Common Stock during the past 60 days.

(d)-(e) Inapplicable.

#### Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is hereby amended and supplemented as follows:

On March 31, 2015, the Issuer and the investor parties to the Fifth Amendment, including each of the Funds and Messrs. Lightcap, Cohen and Healey, entered into a Sixth Amendment to Note and Warrant Purchase Agreement originally dated as of April 21, 2011 (the "Sixth Amendment") pursuant to which, among other things, (i) Section 5.3 of the Purchase Agreement was amended to reduce the minimum cash balance required to be maintained by the Issuer from \$5,000,000 to \$2,000,000, and (ii) Section 7.9 of the Purchase Agreement was amended to provide that future amendments or waivers could be made pursuant to a written instrument executed by the Issuer and the investors under the Purchase Agreement holding a majority of the shares of Common Stock issued or issuable (on an as converted

basis) upon conversion of the Notes or exercise of the Warrants by any investor thereunder.

On March 31, 2015, the Issuer also issued a warrant to HCP Fund to purchase 465,800 shares of Common Stock, and a warrant to Hybrid Fund to purchase 534,200 shares of Common Stock, in consideration for certain prior waivers of the minimum cash balance requirement in the Purchase Agreement (together, the "Sixth Amendment Warrants"). The Sixth Amendment Warrants have an exercise price of \$0.53 per share (subject to adjustment as described therein) and an expiration date of March 31, 2025.

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This summary is qualified in its entirety by reference to the Sixth Amendment and the Sixth Amendment Warrants, each of which is included as an exhibit to this Statement and is incorporated by reference herein.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby supplemented as follows:

Exhibit No.	Description
26	Sixth Amendment to Note and Warrant Purchase Agreement (incorporated by reference to Exhibit 10.145 to the Issuer's Annual Report on Form 10-K filed on March 31, 2015).
27	Form of Sixth Amendment Warrant (incorporated by reference to Exhibit 10.146 to the Issuer's Annual Report on Form 10-K filed on March 31, 2015).

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SIGNATURES

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.

April 2, 2015

HEALTHCOR MANAGEMENT, L.P.

By: HealthCor Associates, LLC, its general partner

By: /s/ Anabelle Perez Gray

Name: Anabelle Perez Gray

Title: General Counsel

HEALTHCOR HYBRID OFFSHORE GP, LLC, for itself and as  
general partner on behalf of HEALTHCOR HYBRID OFFSHORE  
MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ Anabelle Perez Gray

Name: Anabelle Perez Gray

Title: General Counsel

HEALTHCOR ASSOCIATES, LLC

By: /s/ Anabelle Perez Gray

Name: Anabelle Perez Gray

Title: General Counsel

HEALTHCOR GROUP, LLC

By: /s/ Anabelle Perez Gray

Name: Anabelle Perez Gray

Title: General Counsel

HEALTHCOR PARTNERS MANAGEMENT, L.P.

By: HealthCor Partners Management GP, LLC, its general partner

By: /s/ Anabelle Perez Gray

Name: Anabelle Perez Gray

Title: General Counsel

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HEALTHCOR PARTNERS MANAGEMENT GP,  
LLC

By: /s/ Anabelle Perez Gray

Name: Anabelle Perez Gray  
Title: General Counsel

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 Perez Gray

Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR PARTNERS GP, LLC

By: /s/ Anabelle Perez Gray

Name: Anabelle Perez Gray  
Title: General Counsel

JEFFREY C. LIGHTCAP, Individually

/s/ Jeffrey C. Lightcap

JOSEPH HEALEY, Individually

/s/ Joseph Healey

ARTHUR COHEN, Individually

/s/ Arthur Cohen