

MERGE HEALTHCARE INC

Form 4

September 11, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Merrick RIS, LLC

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
350 NORTH ORLEANS  
STREET., 10TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/07/2012

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
CHICAGO, IL 60654

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	09/07/2012		J <sup>(1)</sup>		21,085,715	D \$ 0 <sup>(1)</sup>	10,860,522	D <sup>(2)</sup>	
Common Stock	09/07/2012		J <sup>(1)</sup>		1,529,299	A \$ 0 <sup>(1)</sup>	2,029,299	I	See footnote <sup>(3)</sup>
Common Stock	09/07/2012		J <sup>(1)</sup>		16,047,652	A \$ 0 <sup>(1)</sup>	16,047,652	I	See footnote <sup>(4)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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

/s/ Mark Harris, as  
Attorney-in-Fact 09/11/2012

                    \*\*Signature of Reporting Person Date

/s/ Mark Harris, as  
Attorney-in-Fact 09/11/2012

                    \*\*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).

## Edgar Filing: MERGE HEALTHCARE INC - Form 4

- (1) Distribution by Merrick RIS, LLC ("RIS") for no consideration to its direct and indirect owners.
- Directly owned by RIS and indirectly owned by Michael W. Ferro, Jr. ("Mr. Ferro"). Mr. Ferro is the Chairman and Chief Executive Officer of RIS. Mr. Ferro and trusts for the benefit of Mr. Ferro's family members own a majority of the equity interests in RIS. As a result of the foregoing, Mr. Ferro indirectly controls all shares of Merge common stock owned by RIS. Mr. Ferro disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (2) Directly owned by Merrick Ventures, LLC ("Merrick Ventures") and indirectly owned by Mr. Ferro. Mr. Ferro and trusts for the benefit of Mr. Ferro's family members own a majority of the equity interests in Merrick Ventures. Mr. Ferro is the Chairman and Chief Executive Officer of Merrick Ventures. As a result of the foregoing, Mr. Ferro indirectly controls all shares of Merge common stock owned by Merrick Ventures. Mr. Ferro disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (3) Directly owned by Merrick Venture Management, LLC ("MVM") and indirectly owned by Mr. Ferro. Mr. Ferro is the Chief Executive Officer and Managing Member of MVM. Mr. Ferro and trusts for the benefit of Mr. Ferro's family members own all of the equity interests in MVM. As a result of the foregoing, Mr. Ferro indirectly controls all shares of Merge common stock owned by MVM. Mr. Ferro disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (4)

### Remarks:

The reporting persons are RIS, a ten percent beneficial owner and Mr. Ferro, the Chairman of the Board of Directors of Merge

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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