

FIRST MARK L
Form 4
November 29, 2018

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FIRST MARK L

2. Issuer Name and Ticker or Trading Symbol
Addus HomeCare Corp [ADUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2018

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

6801 GAYLORD PARKWAY, SUITE 110

(Street)

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

FRISCO, TX 75034

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 11/27/2018 | | S | 254,520 | D | \$ 72 (1) (2) | 2,457,118 | I | See Footnotes (3) |
| Common Stock | 11/27/2018 | | S | 16,140 | D | \$ 73.23 (1) (4) | 2,440,978 | I | See Footnotes (3) |
| Common Stock | 11/27/2018 | | S | 78,915 | D | \$ 74.31 (1) (5) | 2,362,063 | I | See Footnotes (3) |
| Common Stock | 11/27/2018 | | S | 2,825 | D | \$ 75.21 | 2,359,238 | I | See Footnotes |

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| | | | | | (1) | (6) | | (3) |
|--------------|------------|---|---------|---|----------|-----------|---|-------------------|
| Common Stock | 11/28/2018 | S | 185,417 | D | \$ 72.19 | 2,173,821 | I | See Footnotes (3) |
| Common Stock | 11/28/2018 | S | 2,183 | D | \$ 73.08 | 2,171,638 | I | See Footnotes (3) |
| Common Stock | | | | | | 19,151 | D | |

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 Follow Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FIRST MARK L 6801 GAYLORD PARKWAY SUITE 110 FRISCO, TX 75034 | X | X | | |

Signatures

/s/ Mark L. First 11/29/2018

**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) The reported securities are held by ECP Helios Partners III, L.P. ("Helios III"), ECP General III, L.P. ("General III") and Eos Partners SBIC III, L.P. ("SBIC III"), of which the reporting person is an affiliate. The reporting person disclaims beneficial ownership of the Issuer's common stock held by Helios III, General III and SBIC III except to the extent of his pecuniary interest therein.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.00 to \$72.54, inclusive. The reporting person undertakes to provide to Addus HomeCare Corporation, any security holder of Addus HomeCare Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (4), (5), (6), (8) and (9) to this Form 4.
- (3) Mark L. First is a director of the Issuer and a managing director of Eos Management, L.P. and its affiliates ("Eos"). As a result, Mr. First may be deemed to share beneficial ownership of the securities owned by Eos. Mr. First disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that Mr. First is the beneficial owner of the securities for purposes of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.00 to \$73.88, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.00 to \$74.99, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.00 to \$75.77, inclusive.
- (7) The reported securities are held by Helios III, General III and SBIC III, of which the reporting person is an affiliate. The reporting person disclaims beneficial ownership of the Issuer's common stock held by Helios III, General III and SBIC III except to the extent of his pecuniary interest therein.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.00 to \$72.91, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.00 to \$73.25, inclusive.
- (10) Following the reported transactions, 795,556 shares are held by Helios III, 708,538 shares are held by General III and 667,544 shares are held by SBIC III.

Remarks:

Exhibit Index: Exhibit 24 - Power of Attorney for Mark L. First dated November 30, 2016

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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