

Tomlinson Percy C Jr
Form 4
August 22, 2017

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 *
Tomlinson Percy C Jr

2. Issuer Name and Ticker or Trading Symbol
Alliance HealthCare Services, Inc
[AIQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ALLIANCE HEALTHCARE SERVICES, INC., 100 BAYVIEW CIRCLE, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2017

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

NEWPORT BEACH, CA 92660
(City) (State) (Zip)

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

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 | | |
| Common Stock | 08/21/2017 | | D ⁽¹⁾ | V | 18,194 | D | |
| | | | | | \$ 13.25 | | |
| | | | | | 0 | | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Units | (2) | 08/21/2017 | | D ⁽¹⁾ | | | 17,720 | (3) | (2) | Common Stock | 17,720 |
| Stock Option (right to buy) | \$ 29.14 | 08/21/2017 | | D ⁽¹⁾ | | | 102,952 | (4) | 10/01/2023 | Common Stock | 102,952 |
| Stock Option (right to buy) | \$ 23.91 | 08/21/2017 | | D ⁽¹⁾ | | | 21,055 | (4) | 02/27/2025 | Common Stock | 21,055 |
| Stock Option (right to buy) | \$ 6.93 | 08/21/2017 | | D ⁽¹⁾ | | | 44,079 | (4) | 03/23/2026 | Common Stock | 44,079 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tomlinson Percy C Jr C/O ALLIANCE HEALTHCARE SERVICES, INC. 100 BAYVIEW CIRCLE, SUITE 400 NEWPORT BEACH, CA 92660 | X | | President & CEO | |

Signatures

Lindsay Soule, as Attorney-in-Fact for Percy C. Tomlinson, Jr. 08/21/2017

**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).
- Disposed of pursuant to the closing of the transactions contemplated by that certain Agreement and Plan of Merger, dated as of April 10, 2017 by and among the Issuer, Tahoe Investment Group Co., Ltd., THAIHOT Investment Company Limited, THAIHOT Investment Company US Limited and Alliance Healthcare Services Merger Sub Limited. Each share of Issuer common stock held by the reporting person was cancelled in the merger and converted into the right to receive \$13.25 in cash per share, without interest and less any applicable withholding taxes (the "Merger Consideration").

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- (2) Restricted Stock Units convert to common stock on a one to one basis upon the vesting thereof with no expiration date.

Restricted stock units were cancelled in the merger and converted into the right to receive a restricted cash award equal to (i) the number of shares of common stock subject to the restricted stock units multiplied by (ii) the Merger Consideration. The restricted cash award vests in equal amounts on March 23, 2018 and 2019, subject to continued service through each applicable vesting date.

- (3) Options were cancelled in the merger and converted into the right to receive an amount in cash determined by multiplying (i) the excess of the Merger Consideration over the option exercise price of such option by (ii) the number of shares of common stock subject to such option.

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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