Apollo Medical Holdings, Inc.

Form 3

January 25, 2016

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

OMB APPROVAL

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INITIAL STATEMENT OF 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.

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

01/19/2016

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Apollo Medical Holdings, Inc. [AMEH]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(give title below) (specify below)

5. If Amendment, Date Original

Filed(Month/Day/Year)

1668 S. GARFIELD AVENUE, Â 2ND FLOOR

(Street)

X Director Officer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

ALHAMBRA, CAÂ 91801

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Beneficially Owned

(Instr. 4)

Form:

Ownership Direct (D)

Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

Common Stock

2,222,222 (1) (2) (3)

2. Amount of Securities

I

By Network Medical Management, Inc. (4)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Price of Derivative

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	10/14/2015	(5)	Common Stock	1,111,111 (2) (3)	\$ <u>(5)</u>	I	By Network Medical Management, Inc.
Warrants to purchase Common Stock	10/14/2015	10/14/2020	Common Stock	1,111,111 (2) (3)	\$9	I	By Network Medical Management, Inc.

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
Lam Thomas S. 1668 S. GARFIELD AVENUE 2ND FLOOR ALHAMBRA, CA 91801	ÂX	Â	Â	Â		

Signatures

/s/ Thomas S.
Lam, M.D.

**Signature of Reporting Date

Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Reporting Person became a director of the Issuer on January 19, 2016.
- (2) Represents securities held by Network Medical Management, Inc. ("NMM") prior to Reporting Person becoming a director of the Issuer.
- The Common Stock beneficially owned by NMM is comprised of (a) 1,111,111 shares of Common Stock that may be acquired upon conversion of Series A Preferred Stock that is currently convertible, and (b) 1,111,111 shares of Common Stock that may be acquired upon exercise of a currently exercisable Warrant.
- These shares are owned directly by NMM, of which Reporting Person is a director, officer and shareholder. Reporting Person disclaims (4) 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.
 - The Series A Preferred Stock is convertible into Common Stock, at the option of NMM, at any time after issuance at an initial conversion rate of one-for-one, subject to adjustment in the event of stock dividends, stock splits and certain other similar transactions. The Series A Preferred Stock is mandatorily convertible not sooner than the earlier to occur of (i) the later of (x) January 31, 2017 or (y) 60 days after
- (5) the date on which the Issuer files its quarterly report on Form 10Q for the period ending September 30, 2016; or (ii) the date on which the Issuer received the written, irrevocable decision of NMM not to require a redemption of the Series A Preferred Stock, in the event that the Issuer engages in one or more transactions resulting in gross proceeds of not less than \$5,000,000, not including the proceeds of the transaction with NMM.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2