

CASCIO PAUL H
Form 4
January 04, 2007

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 *
CASCIO PAUL H

2. Issuer Name and Ticker or Trading Symbol
ORION HEALTHCORP INC [ONH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3201 ENTERPRISE PARKWAY,
SUITE 350

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2006

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

BEACHWOOD, OH 44122

Form filed by One Reporting Person
 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			
Class A Common Stock	12/01/2006		P ⁽¹⁾		61,053,964 ⁽¹⁾	A	Ⓣ	61,053,964	I	By Brantley Partners IV, L.P.
Class A Common Stock	12/01/2006		P ⁽¹⁾		1,383,825	A	Ⓣ	62,437,789	I	By Brantley Partners IV, L.P.
Class B Common Stock	12/01/2006		C ⁽¹⁾		7,863,996	D	Ⓣ	0	I	By Brantley Partners IV, L.P.

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Class D Common Stock	12/01/2006	P ⁽⁴⁾	8,749,952	A	\$ 0.1886	8,749,952	I	By Brantley Partners IV, L.P.
Class A Common Stock	01/04/2007	P ⁽⁵⁾	117,898	A	\$ 0.65	2,439,547 ⁽³⁾	I	By Brantley Venture Partners III, L.P.
Class A Common Stock	01/04/2007	P ⁽⁵⁾	117,897	A	\$ 0.65	62,555,686 ⁽²⁾	I	By Brantley Partners IV, L.P.

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Convertible Notes	\$ 1.0428	12/01/2006		C ⁽¹⁾	\$ 1,250,000	⁽⁶⁾	⁽⁶⁾	Class A Common Stock	1,383,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CASCIO PAUL H
3201 ENTERPRISE PARKWAY, SUITE 350 X
BEACHWOOD, OH 44122

Signatures

/s/ Paul H.
Cascio

01/04/2007

__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) On December 1, 2006 Brantley Partners IV, LP converted (i) 7,863,996 shares of the Company's Class B Common Stock into 61,053,964 shares of the Company's Class A Common Stock at a conversion ratio of approximately 7.764 and (ii) Convertible Notes in the aggregate principal amount of \$1,250,000 into 1,383,825 shares of the Company's Class A Common Stock at a price per share equal to \$1.042825.
- (2) Includes 62,555,686 shares held by Brantley Partners IV, L.P. The Reporting Person is a limited partner of, and a general partner of a general partner of, Brantley Venture Management IV, L.P. Brantley Venture Management IV, L.P. is the sole general partner of Brantley Partners IV, L.P. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Includes 2,439,547 shares held by Brantley Venture Partners III, L.P. The Reporting Person is a general and a limited partner of Brantley Venture Management III, L.P. Brantley Venture Management III, L.P. is the sole general partner of Brantley Venture Partners III, L.P. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) Represents 8,749,952 shares of Class D Common Stock convertible as of December 1, 2006 into 8,749,952 shares of Class A Common Stock. The conversion rate is a floating rate partially determined by reference to the price of the Class A Common Stock at the time of conversion. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (5) Represents 117,898 shares of Class A Common Stock purchased by Brantley Venture Partners III, L.P. and 117,987 shares of Class A Common Stock purchased by Brantley Partners IV, L.P. in a privately negotiated transaction with a group of shareholders.
- (6) These Convertible Notes were immediately convertible and were payable on or before December 1, 2006.

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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