

MERGE HEALTHCARE INC
 Form 4
 November 28, 2011

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 *
 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)
 200 EAST RANDOLPH STREET, SUITE 2210
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/25/2011

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

CHICAGO, IL 60601

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

(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 | 11/25/2011 | | P | | | 146,500 | A | 4.47 <u>(1)</u> | 31,411,637 | | D | |
| Common Stock | | | | | | | | | 500,000 | | I | See Footnote <u>(2)</u> |

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

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number.

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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 200 EAST RANDOLPH STREET SUITE 2210 CHICAGO, IL 60601 | | X | | |
| FERRO MICHAEL W JR 200 EAST RANDOLPH STREET SUITE 2210 CHICAGO, IL 60601 | X | X | | |

Signatures

/s/ Mark Harris, as Attorney-in-Fact
11/28/2011
**Signature of Reporting Person Date

/s/ Mark Harris, as Attorney-in-Fact
11/28/2011
**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 price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices between \$4.38 and \$4.50. The reporting persons undertake to provide to Merge Healthcare Incorporated ("Merge"), any stockholder of Merge, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price set forth in this footnote.

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- (2) These shares were issued to Merrick Healthcare Solutions, LLC, an Indiana limited liability company ("Merrick Healthcare"), as consideration for the purchase price of the acquisition by Merge of the assets of, and relating to, the Olivia Greets business line previously owned by Merrick Healthcare. These shares were subsequently transferred from Merrick Healthcare to Merrick Ventures, LLC, a private investment firm ("Merrick Ventures"). Both Merrick Healthcare and Merrick RIS, LLC, a Delaware limited liability company ("Merrick RIS"), are majority-owned subsidiaries of Merrick Ventures. Merrick RIS is not a beneficial owner of these shares.

Remarks:

The reporting persons are Merrick RIS and Michael W. Ferro, Jr. ("Mr. Ferro"), the Chairman of the Board of Directors of Me

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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