

ORION HEALTHCORP INC
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 *
Brantley Venture Management IV, L.P.

(Last) (First) (Middle)

3201 ENTERPRISE PARKWAY,
SUITE 350

(Street)

BEACHWOOD, OH 44122

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ORION HEALTHCORP INC [ONH]

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

12/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

X 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|-------------------------------|
| | | | 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. |

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 the sole general partner of Brantley Partners IV, L.P. The Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.
- (3) 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 its pecuniary interest therein.
- (4) Represents 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.
- (5) 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. 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.