

MModal Inc.
Form 4
August 21, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SAC Capital Advisors LP

(Last) (First) (Middle)
72 CUMMINGS POINT ROAD,
(Street)
STAMFORD, CT 06902
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MModal Inc. [MODL]

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|---|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, par value \$0.10 per share (the "Common Stock") | 08/17/2012 | | S | | 2,489 | D | \$ 14 0 | I | See Footnotes (1) (5) (6) (7) (8) |
| Common Stock | 08/17/2012 | | S | | 15,768,938 | D | \$ 14 0 | I | See Footnotes (2) (5) (6) (7) (8) |
| Common | 08/17/2012 | | S | | 1,484,689 | D | \$ 14 0 | I | See |

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| Stock | | | | | | | | | Footnotes (3) (5) (6) (7) (8) |
|--------------|------------|--|--------------------|---------|---|-------------|-----|---|--|
| Common Stock | 08/17/2012 | | S | 304,175 | D | \$ 14 | 0 | I | See Footnotes (4) (5) (6) (7) (8) |
| Common Stock | 08/20/2012 | | J/K ⁽⁹⁾ | 100 | A | \$ 14 | 100 | I | See Footnotes (1) (5) (6) (7) (8) |
| Common Stock | 08/20/2012 | | X/K ⁽⁹⁾ | 100 | D | \$ 10.93 | 0 | I | See Footnotes (1) (5) (6) (7) (8) |

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)

| 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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Equity Swap (obligation to sell) | \$ 10.93 | 08/20/2012 | | X/K ⁽⁹⁾ | 1 | <u>(9)</u> | <u>(9)</u> | Common Stock | 100 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|---------|-------|
| SAC Capital Advisors LP 72 CUMMINGS POINT ROAD STAMFORD, CT 06902 | X | X | | |
| S.A.C. Private Capital Group, LLC 72 CUMMINGS POINT ROAD STAMFORD, CT 06902 | X | X | | |
| SAC Capital Advisors Inc 72 CUMMINGS POINT ROAD STAMFORD, CT 06902 | X | X | | |
| SAC CAPITAL ADVISORS LLC 72 CUMMINGS POINT ROAD STAMFORD, CT 06902 | X | X | | |
| COHEN STEVEN A/SAC CAPITAL MGMT LP C/O SAC CAPITAL ADVISORS L.P. 72 CUMMINGS POINT ROAD STAMFORD, CT 06902 | X | X | | |

Signatures

By: /s/ Peter Nussbaum, on behalf of S.A.C. Capital Advisors,
L.P.

08/21/2012

**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) Securities directly beneficially owned by S.A.C. MultiQuant Fund, LLC ("SAC MultiQuant").
- (2) Securities directly beneficially owned by S.A.C. PEI CB Investment, L.P. ("SAC CBI").
- (3) Securities directly beneficially owned by S.A.C. PEI CB Investment II, LLC ("SAC CBI II").
- (4) Securities directly beneficially owned by International Equities (S.A.C. Asia) Limited ("SAC Asia").
- (5) The general partner of SAC CBI is S.A.C. PEI CB Investment GP, Limited ("SAC CBI GP"); S.A.C. Private Equity Investors, L.P. ("SAC PEI") is the sole shareholder of SAC CBI GP; S.A.C. Private Equity GP, L.P. ("SAC PEI GP") is the general partner of SAC PEI; S.A.C. Capital Management, LLC ("SAC Management LLC") is the general partner of SAC PEI GP; and Mr. Steven A. Cohen controls SAC Management LLC. The manager of SAC CBI II is S.A.C. Private Capital Group, LLC ("SAC PCG"); SAC Advisors LP manages SAC PCG; S.A.C. Capital Advisors Inc. ("SAC Advisors Inc.") is the general partner of SAC Advisors LP; and Mr. Cohen controls SAC Advisors Inc.
- (6) (Continued from footnote 5) Pursuant to investment management agreements, SAC Advisors LP and S.A.C. Capital Advisors, LLC ("SAC Advisors LLC") maintain voting and dispositive power with respect to securities held by SAC Asia; and Mr. Cohen controls SAC Advisors LLC. Pursuant to an investment management agreement, SAC Advisors LP maintains voting and dispositive power with respect to securities held by SAC MultiQuant.
- (7) Messrs. Peter Berger, Frank Baker and Jeffrey Hendren were directors of the issuer, are former employees of SAC PCG and continued to oversee the Reporting Persons' investment in the issuer.
- (8) Because no more than 10 reporting persons can submit any one Form 4 through the Securities and Exchange Commission's EDGAR system, SAC Management LLC, SAC CBI, SAC CBI II, SAC CBI GP, SAC PEI and SAC PEI GP have submitted a separate Form 4. Although submitted separately, the two submissions are intended to be a single filing.
- (9) On August 20, 2012, an equity swap transaction that was entered into between SAC MultiQuant and a securities broker on January 27, 2012 was settled. SAC MultiQuant paid the broker \$1,400, representing \$14.00 per share with respect to each of the 100 shares of the

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issuer's common stock referenced in the transaction, which amount was offset by \$1,093 owed by the broker to SAC MultiQuant, representing \$10.93 per share with respect to each of the 100 shares of the issuer's common stock referenced in the transaction. The settlement of the equity swap and the reported sale of common stock in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16-6(b) thereunder.

Remarks:

In accordance with Instruction 5(b)(iv), the entire amount of the issuer's securities held by SAC CBI, SAC CBI II, SAC Asia a

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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