

CareView Communications Inc  
Form SC 13D/A  
January 03, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 26)

**CareView Communications, Inc.**

(Name of Issuer)

Common Stock, \$.001 Par Value Per Share

(Title Class of Securities)

141743104

(CUSIP Number)

HealthCor Management, L.P.

Edgar Filing: CareView Communications Inc - Form SC 13D/A

Carnegie Hall Tower

152 West 57th Street, 43rd Floor

New York, New York 10019

Attention: Anabelle Perez Gray

(212) 622-7731

With a Copy to:

Eugene McDermott

Locke Lord LLP

2800 Financial Plaza

Providence, RI 02903

(401) 276-6471

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 20 Pages)

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(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) NAME OF REPORTING PERSON

HealthCor Management, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF 0

SHARES (8) SHARED VOTING POWER

BENEFICIALLY 14,960,867

OWNED BY (9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 14,960,867

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

14,960,867

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

9.7%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 4 of 20

(1) NAME OF REPORTING PERSON

HealthCor Associates, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF  
SHARES

0

(8) SHARED VOTING POWER

BENEFICIALLY OWNED BY

14,960,867

EACH (9) SOLE DISPOSITIVE POWER

0

REPORTING PERSON WITH (10) SHARED DISPOSITIVE POWER

14,960,867

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

14,960,867

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

9.7%

(14) TYPE OF REPORTING PERSON

OO- limited liability company

CUSIP NO. 141743104 13D Page 5 of 20

(1) NAME OF REPORTING PERSON

HealthCor Hybrid Offshore Master Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

(7) SOLE VOTING POWER

NUMBER OF 0

SHARES (8) SHARED VOTING POWER

BENEFICIALLY 14,960,867

OWNED BY (9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 14,960,867

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

14,960,867

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

9.7%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 6 of 20

(1) NAME OF REPORTING PERSON

HealthCor Hybrid Offshore GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF 0

SHARES (8) SHARED VOTING POWER

BENEFICIALLY 14,960,867

OWNED BY (9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 14,960,867

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

14,960,867

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

9.7%

(14) TYPE OF REPORTING PERSON

OO-limited liability company



CUSIP NO. 141743104 13D Page 7 of 20

(1) NAME OF REPORTING PERSON

HealthCor Group, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF 0

SHARES (8) SHARED VOTING POWER

BENEFICIALLY 14,960,867

OWNED BY (9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 14,960,867

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

14,960,867

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

9.7%

(14) TYPE OF REPORTING PERSON

OO-limited liability company

CUSIP NO. 141743104 13D Page 8 of 20

(1) NAME OF REPORTING PERSON

HealthCor Partners Management, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF  
SHARES

0

(8) SHARED VOTING POWER

BENEFICIALLY OWNED BY

16,756,257

EACH  
REPORTING PERSON WITH

0

(9) SOLE DISPOSITIVE POWER

(10) SHARED DISPOSITIVE POWER

16,756,257

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

16,756,257

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

10.7%

(14) TYPE OF REPORTING PERSON

PN

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(1) NAME OF REPORTING PERSON

HealthCor Partners Management GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF 0

SHARES (8) SHARED VOTING POWER

BENEFICIALLY 16,756,257

OWNED BY (9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 16,756,257

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

16,756,257

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

10.7%

(14) TYPE OF REPORTING PERSON

OO- limited liability company

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(1) NAME OF REPORTING PERSON

HealthCor Partners Fund, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF  
SHARES

0

(8) SHARED VOTING POWER

BENEFICIALLY OWNED BY

16,756,257

EACH REPORTING PERSON WITH

0

(9) SOLE DISPOSITIVE POWER

(10) SHARED DISPOSITIVE POWER

16,756,257

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

16,756,257

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

10.7%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 11 of 20

(1) NAME OF REPORTING PERSON

HealthCor Partners L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF 0

SHARES (8) SHARED VOTING POWER

BENEFICIALLY 16,756,257

OWNED BY (9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 16,756,257

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

16,756,257

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

10.7%

(14) TYPE OF REPORTING PERSON

PN

CUSIP NO. 141743104 13D Page 12 of 20

(1) NAME OF REPORTING PERSON

HealthCor Partners GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF 0

SHARES (8) SHARED VOTING POWER

BENEFICIALLY 16,756,257

OWNED BY (9) SOLE DISPOSITIVE POWER

EACH 0

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 16,756,257

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

16,756,257

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

10.7%

(14) TYPE OF REPORTING PERSON

OO- limited liability company

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(1) NAME OF REPORTING PERSON

Jeffrey C. Lightcap

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF, PF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

(7) SOLE VOTING POWER

NUMBER OF 13,506,964

SHARES (8) SHARED VOTING POWER

BENEFICIALLY 16,756,257

OWNED BY (9) SOLE DISPOSITIVE POWER

EACH 13,506,964

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 16,756,257

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

30,263,221

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

17.8%

(14) TYPE OF REPORTING PERSON

IN

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(1) NAME OF REPORTING PERSON

Arthur Cohen

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF, PF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

(7) SOLE VOTING POWER

NUMBER OF 3,021,378

SHARES (8) SHARED VOTING POWER

BENEFICIALLY 31,717,124

OWNED BY (9) SOLE DISPOSITIVE POWER

EACH 3,021,378

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 31,717,124

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

34,738,502

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

20.0%

(14) TYPE OF REPORTING PERSON

IN



CUSIP NO. 141743104 13D Page 15 of 20

(1) NAME OF REPORTING PERSON

Joseph Healey

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF, PF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

(7) SOLE VOTING POWER

NUMBER OF 2,226,606

SHARES (8) SHARED VOTING POWER

BENEFICIALLY 31,717,124

OWNED BY (9) SOLE DISPOSITIVE POWER

EACH 2,226,606

REPORTING (10) SHARED DISPOSITIVE POWER

PERSON WITH 31,717,124

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

33,943,730

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

19.6%

(14) TYPE OF REPORTING PERSON

IN

CUSIP NO. 141743104 13D Page 16 of 20

This Amendment No. 26 to Schedule 13D (the "Amendment") amends and supplements the beneficial ownership statement on Schedule 13D originally filed with the Securities and Exchange Commission on May 2, 2011, as amended by Amendment No. 1 filed October 3, 2011, Amendment No. 2 filed January 3, 2012, Amendment No. 3 filed February 2, 2012, Amendment No. 4 filed October 2, 2012, Amendment No. 5 filed April 5, 2013, Amendment No. 6 filed October 2, 2013, Amendment No. 7 filed January 3, 2014, Amendment No. 8 filed January 21, 2014, Amendment No. 9 filed July 1, 2014, Amendment No. 10 filed January 6, 2015, Amendment No. 11 filed February 20, 2015, Amendment No. 12 filed April 12, 2015, Amendment No. 13 filed July 6, 2015, Amendment No. 14 filed October 2, 2015, Amendment No. 15 filed January 4, 2016, Amendment No. 16 filed April 6, 2016, Amendment No. 17 filed July 1, 2016, Amendment No. 18 filed October 3, 2016, Amendment No. 19 filed January 3, 2017, Amendment No. 20 filed April 3, 2017, Amendment No. 21 filed July 5, 2017, Amendment No. 22 filed October 2, 2017, Amendment No. 23 filed January 3, 2018, Amendment No. 24 filed February 28, 2018 and Amendment No. 25 filed July 17, 2018 (collectively, the "Original Statement"). The persons filing this Amendment are HealthCor Management, L.P., HealthCor Associates, LLC, HealthCor Hybrid Offshore Master Fund, L.P., HealthCor Hybrid Offshore GP, LLC, HealthCor Group, LLC, HealthCor Partners Management, L.P., HealthCor Partners Management GP, LLC, HealthCor Partners Fund, L.P., HealthCor Partners, L.P., HealthCor Partners GP, LLC, Jeffrey C. Lightcap, Joseph Healey and Arthur Cohen. The Original Statement, as amended by this Amendment (the "Statement"), relates to the shares of Common Stock of CareView Communications, Inc., par value \$0.001 (the "Common Stock").

Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Original Statement. This Amendment amends the Original Statement as specifically set forth herein. Except as set forth below, all previous items in the Original Statement remain unchanged.

The Amendment is being filed for the purpose of reflecting the payment of interest in kind with respect to the 2014 Notes, the 2015 Notes, the 2018 Notes and the Tenth Amendment Notes on September 30, 2018 and December 31, 2018.

#### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

- (a) Collectively, the Reporting Persons beneficially own an aggregate of 50,472,072 shares of Common Stock, representing (i) 5,294,663 shares of Common Stock that may be acquired upon conversion of the Tenth Amendment Notes (including interest paid in kind through December 31, 2018), (ii) 5,552,095 shares of Common Stock that may be acquired upon conversion of the 2018 Notes (including interest paid in kind through December 31, 2018), (iii)

9,640,290 shares of Common Stock that may be acquired upon conversion of the 2015 Notes (including interest paid in kind through December 31, 2018), (iv) 23,006,115 shares of Common Stock that may be acquired upon conversion of the 2014 Notes (including interest paid in kind through December 31, 2018), (v) 4,000,000 shares of Common Stock that may be acquired upon exercise of the 2014 Warrants, (vi) 1,916,409 shares of Common Stock that may be acquired upon exercise of the 2015 Warrants, (vii) 1,000,000 shares of Common Stock that may be acquired upon exercise of the Sixth Amendment Warrants and (viii) 62,500 shares of Common Stock that may be acquired upon exercise of the 2018 Warrants (the 2014 Warrants, the 2015 Warrants, the Sixth Amendment Warrants and the 2018 Warrants together, the “Warrants”). This aggregate amount represents approximately 26.6% of the Issuer’s outstanding common stock, based upon 139,380,748 shares outstanding as of November 14, 2018, as reported in the Issuer’s most recent Quarterly Report on Form 10-Q, and gives effect to the conversion of all 2014 Notes, 2015 Notes, 2018 Notes and Tenth Amendment Notes held by the Reporting Persons into Common Stock and the exercise of all Warrants held by the Reporting Persons. As described in more detail under Item 6, effective July 10, 2018, the 2011 Notes and the 2012 Notes are no longer convertible into shares of Common Stock, and the 2011 Warrants were cancelled.

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Of the amount beneficially owned by the Reporting Persons:

(i) HCP Fund is the beneficial owner of (A) 3,095,625 shares of Common Stock underlying the current principal amount of the 2015 Note issued to it (including interest paid in kind through December 31, 2018), (B) 10,716,248 shares of Common Stock underlying the current principal amount of the 2014 Note issued to it (including interest paid in kind through December 31, 2018), (C) 465,800 shares of Common Stock that it has a right to acquire upon exercise of its Sixth Amendment Warrant, (D) 615,384 shares of Common Stock that it has a right to acquire upon exercise of its 2015 Warrant, and (E) 1,863,200 shares of Common Stock that it has a right to acquire upon exercise of its 2014 Warrant;

(ii) By virtue of their relationship to HCP Fund, described in more detail under Item 2 of this Statement, each of HealthCor Partners, L.P., HCPGP, HealthCor Partners Management, L.P., and HCPMGP may be deemed to share beneficial ownership with HCP Fund of the shares of Common Stock beneficially owned by the HCP Fund;

(iii) Hybrid Fund is the beneficial owner of (A) 12,289,867 shares of Common Stock underlying the current principal amount of the 2014 Note issued to it (including interest paid in kind through December 31, 2018), (B) 534,200 shares of Common Stock that it has a right to acquire upon exercise of its Sixth Amendment Warrant, and (C) 2,136,800 shares of Common Stock that it has a right to acquire upon exercise of its 2014 Warrant;

(iv) By virtue of their relationship to Hybrid Fund, described in more detail under Item 2 of this Statement, each of Offshore GP, Group, HealthCor Management, L.P., and Associates may be deemed to share beneficial ownership with Hybrid Fund of the shares of Common Stock beneficially owned by the Hybrid Fund;

(v) By virtue of his relationship to HCP Fund, Mr. Lightcap may be deemed to share beneficial ownership of the shares of Common Stock beneficially owned by HCP Fund. In addition, Mr. Lightcap is the beneficial owner of (A) 5,294,663 shares of Common Stock underlying the current principal amount of the Tenth Amendment Note purchased by him pursuant to the Tenth Amendment (including interest paid in kind through December 31, 2018); (B) 5,552,095 shares of Common Stock underlying the current principal amount of the 2018 Note purchased by him under the Eighth Amendment (including interest paid in kind through December 31, 2018), (C) 2,166,937 shares of Common Stock underlying the current principal amount of the 2015 Note purchased by him under the Fifth Amendment (including interest paid in kind through December 31, 2018), (D) 62,500 shares of Common Stock that he has a right to acquire upon exercise of his 2018 Warrant and (E) 430,769 shares of Common Stock that he has a right to acquire upon exercise of his 2015 Warrant;

(vi) By virtue of his relationship to HCP Fund and Hybrid Fund, Mr. Cohen may be deemed to share beneficial ownership of the shares of Common Stock beneficially owned by each of the Funds. In addition, Mr. Cohen is the beneficial owner of (A) 2,520,353 shares of Common Stock underlying the current principal amount of the 2015 Note purchased by him under the Fifth Amendment (including interest paid in kind through December 31, 2018) and (B) 501,025 shares of Common Stock that he has a right to acquire upon exercise of his 2015 Warrant; and

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(vii) By virtue of his relationship to HCP Fund and Hybrid Fund, Mr. Healey may be deemed to share beneficial ownership of the shares of Common Stock beneficially owned by each of the Funds. In addition, Mr. Healey is the beneficial owner of (A) 1,857,375 shares of Common Stock underlying the current principal amount of the 2015 Note purchased by him under the Fifth Amendment (including interest paid in kind through December 31, 2018) and (B) 369,231 shares of Common Stock that he has a right to acquire upon exercise of his 2015 Warrant.

The filing of this Statement shall not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the shares of Common Stock owned by the Funds or any other Reporting Person. Pursuant to Rule 13d-4, each of the Reporting Persons disclaims such beneficial ownership.

(b) The information in Items 7 through 10 of each cover page to this Statement is incorporated by reference into this Item 5(b).

(c) On December 31, 2018, the Issuer paid in-kind interest on the 2014 Notes in the principal amounts of \$129,894 and \$148,968 to the HCP Fund and Hybrid Fund, respectively. On the same date, the Issuer paid in-kind interest on the 2015 Notes in the principal amounts of \$48,780, \$34,146, \$39,715 and \$29,268 to HCP Fund, Mr. Lightcap, Mr. Cohen and Mr. Healey, respectively, and paid in-kind interest on the 2018 Notes and the Tenth Amendment Notes in the principal amount of \$8,412 and \$8,022, respectively, to Mr. Lightcap. Except as set forth in the previous sentence, the Reporting Persons have effected no transactions relating to the Common Stock during the past 60 days.

(d)-(e) Inapplicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 3, 2019

HEALTHCOR  
MANAGEMENT, L.P.

By: HealthCor Associates, LLC,  
its general partner

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR HYBRID  
OFFSHORE GP, LLC, for itself  
and as general partner on behalf  
of HEALTHCOR HYBRID  
OFFSHORE MASTER FUND,  
L.P.

By: HealthCor Group, LLC, its  
general partner

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR ASSOCIATES,  
LLC

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR GROUP, LLC

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR PARTNERS  
MANAGEMENT, L.P.

By: HealthCor Partners  
Management GP, LLC, its  
general partner

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel



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HEALTHCOR PARTNERS  
MANAGEMENT GP, LLC

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR PARTNERS L.P.,  
for itself and as general  
partner on behalf of  
HEALTHCOR PARTNERS  
FUND, L.P.

By: HealthCor Partners GP,  
LLC, its general partner

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

HEALTHCOR PARTNERS GP,  
LLC

By: /s/ Anabelle Perez Gray  
Name: Anabelle Perez Gray  
Title: General Counsel

JEFFREY C. LIGHTCAP,  
Individually

/s/ Jeffrey C. Lightcap

JOSEPH HEALEY, Individually

/s/ Joseph Healey

ARTHUR COHEN, Individually

/s/ Arthur Cohen