

HealthCor Partners LP
 Form 4
 January 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
 HealthCor Management, L.P.

2. Issuer Name and Ticker or Trading Symbol
 CareView Communications Inc
 [CRVW.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2014

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

152 W. 57TH STREET, 43RD FLOOR

(Street)

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

NEW YORK, NY 10019

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Senior Secured Convertible Note due 2021 (PIK Interest) ⁽¹⁾	\$ 1.25	12/31/2014	A		\$ 444,762		⁽²⁾	04/20/2021	Common Stock	355,8
Senior Secured Convertible Note due 2021 (PIK Interest) ⁽¹⁾	\$ 1.25	12/31/2014	A		\$ 510,072		⁽²⁾	04/20/2021	Common Stock	408,0
Senior Secured Convertible Note due 2022 (PIK Interest) ⁽¹⁾	\$ 1.25	12/31/2014	A		\$ 101,045		⁽²⁾	01/30/2022	Common Stock	80,8
Senior Secured Convertible Note due 2022 (PIK Interest) ⁽¹⁾	\$ 1.25	12/31/2014	A		\$ 115,883		⁽²⁾	01/30/2022	Common Stock	92,7
Senior Secured Convertible Note due 2024 (PIK Interest) ⁽¹⁾	\$ 0.4	12/31/2014	A		\$ 79,390		⁽²⁾	01/15/2024	Common Stock	198,4
Senior Secured Convertible Note due 2024 (PIK Interest) ⁽¹⁾	\$ 0.4	12/31/2014	A		\$ 91,048		⁽²⁾	01/15/2024	Common Stock	227,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HealthCor Management, L.P. 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X		
HealthCor Associates, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X		
HealthCor Hybrid Offshore Master Fund, L.P. 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X		
HealthCor Hybrid Offshore GP, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X		
HealthCor Group, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X		
HealthCor Partners Management LP 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X		
HealthCor Partners Management GP, LLC 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X		
HealthCor Partners Fund LP 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X		
HealthCor Partners LP 152 W. 57TH STREET, 43RD FLOOR NEW YORK, NY 10019	X	X		

Signatures

HealthCor Management, L.P., By: HealthCor Associates, LLC, its general partner, By: /s/
Anabelle P. Gray, General Counsel 01/02/2015

__Signature of Reporting Person

Date

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 P. Gray, General Counsel 01/02/2015

__Signature of Reporting Person

Date

HealthCor Associates, LLC, By: /s/ Anabelle P. Gray, General Counsel 01/02/2015

__Signature of Reporting Person

Date

