

HEALTHWAYS, INC
Form 4
October 04, 2006

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 *
CHAPUT MARY A

(Last) (First) (Middle)
3841 GREEN HILLS VILLAGE DR
(Street)

NASHVILLE, TN 37215

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HEALTHWAYS, INC [HWAY]

3. Date of Earliest Transaction
(Month/Day/Year)
10/02/2006

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)
EVP and CFO

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Restricted stock units	10/02/2006		A	3,092 A \$ 0	5,784	D	
Common Stock					394	I	Held in 401(k) Plan

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

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SEC 1474 (9-02)

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 42.69	10/02/2006		A	12,445	10/02/2010	10/02/2013			Common Stock	12,445

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPUT MARY A 3841 GREEN HILLS VILLAGE DR NASHVILLE, TN 37215			EVP and CFO	

Signatures

/s/ Mary A. Chaput 10/04/2006

__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).

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. sp;11.

Items 1 through 9 and Item 11 are hereby amended and supplemented to include the following:

The Offer was scheduled to expire at 12:00 midnight, New York City time, at the end of July 28, 2015. In accordance with the terms of the Merger Agreement, the Expiration Date of the Offer is extended until 12:00 midnight, New York City time, at the end of August 13, 2015, unless further extended. As of 5:00 p.m., New York City time, on July 28, 2015, approximately 102,163,887 Shares have been tendered into and not properly withdrawn from the tender offer.

Item 11. Additional Information.

1. The subsection titled Legal Proceedings of The Tender Offer Section 12 Certain Legal Matters; Regulatory Approvals is hereby amended and restated in its entirety to read as follows:

Eight putative class action lawsuits have been filed in connection with Purchaser's proposed acquisition (the Transaction) of the Company. The first, entitled Kelleher et al. v. GrafTech International Ltd. et al., was filed on May 22, 2015, in the Court of Common Pleas, Cuyahoga County, Ohio. An amended complaint in the Kelleher action was filed on June 12, 2015. A second complaint was filed in the Court of Common Pleas, Cuyahoga County, Ohio on June 29, 2015, under the caption O'Neill v. Hawthorne et al. The remaining actions, entitled Widlewski v. Carson et al., Watson v. GrafTech International Ltd. et al., Park v. GrafTech International Ltd. et al., Daeda v. GrafTech International Ltd. et al., Grinberger v. GrafTech International Ltd. et al., and Wells v. GrafTech International, Ltd. et al., and filed between June 2, 2015, and June 17, 2015, were filed in the Court of Chancery of the State of Delaware. All eight lawsuits name the members of the Company's board of directors, Purchaser and Acquisition Sub as defendants. BAM, Brookfield, Capital Partners and the Company are also named as defendants in certain of the actions. All eight lawsuits are brought by purported stockholders of the Company, both individually and on behalf of a putative class of stockholders, alleging that the Company's board of directors breached its fiduciary duties in connection with the Transaction by failing to maximize shareholder value and that Purchaser aided and abetted the alleged breaches. Each of the actions further allege that the May 26, 2015, Schedule 14D-9 filed by the Company is materially misleading. In the Kelleher, Watson, Park, Daeda and Wells actions, the Company is also alleged to have aided and abetted the alleged breaches. Each of the actions seek, among other things, injunctive relief preventing the consummation of the Transaction or rescission of the Transaction. On July 15, 2015, plaintiffs Kelleher and O'Neill moved for a preliminary injunction. The Court held a hearing on plaintiffs' motion on July 22, 2015, and, on July 27, 2015, the Court issued an order denying plaintiffs' motion.

Item 12.

Item 12 of the Schedule TO is hereby amended and supplemented as follows:

Index No.

(a)(5)(K) Press Release issued by BCP IV GrafTech Holdings LP and Athena Acquisition Subsidiary Inc. on July 29, 2015, announcing the extension of the Offer.

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 29, 2015

BCP IV GRAFTECH HOLDINGS LP

By: BPE IV (Non-Cdn) GP LP,

its general partner

By: Brookfield Capital Partners
Ltd.,

its general partner

By: /s/ David Nowak
David Nowak
Managing Partner

By: /s/ J. Peter Gordon
J. Peter Gordon
Managing Partner

**ATHENA ACQUISITION SUBSIDIARY
INC.**

By: /s/ David Neiman
Name: David Neiman
Title: Senior Vice President

**BROOKFIELD CAPITAL PARTNERS
LTD.**

By: /s/ David Nowak
Name: David Nowak
Title: Managing Partner

By: /s/ Peter Gordon
Name: Peter Gordon
Title: Managing Partner

**BROOKFIELD CAPITAL PARTNERS IV
L.P.**

By:

Brookfield Capital Partners IV GP,
Ltd.,

its general partner

By: /s/ David Nowak
David Nowak
Managing Partner

By: /s/ J. Peter Gordon
J. Peter Gordon
Managing Partner

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(A)	Offer to Purchase dated May 26, 2015.*
(a)(1)(B)	Letter of Transmittal (including IRS Form W-9).*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Summary Advertisement as published in the Wall Street Journal on May 26, 2015.*
(b)	Not applicable.
(d)(1)	Agreement and Plan of Merger, dated as of May 17, 2015, by and among BCP IV GrafTech Holdings LP, Athena Acquisition Subsidiary Inc. and GrafTech International Ltd. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by GrafTech International Ltd. with the Securities and Exchange Commission on May 18, 2015).
(d)(2)	Tender and Support Agreement, dated as of May 17, 2015, by and among BCP IV GrafTech Holdings LP, Athena Acquisition Subsidiary Inc. and Nathan Milikowsky and certain of his affiliates (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by GrafTech International Ltd. with the Securities and Exchange Commission on May 18, 2015).
(d)(3)	Confidentiality Agreement, dated as of March 20, 2015, by and between Brookfield Capital Partners LLC and GrafTech International Ltd.*
(d)(4)	Investment Agreement, dated as of May 4, 2015, by and between GrafTech International Ltd. and BCP IV Holdings LP (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by GrafTech International Ltd. with the Securities and Exchange Commission on May 4, 2015).
(d)(5)	Limited Guarantee, dated as of May 4, 2015, by and between Brookfield Capital Partners IV L.P. and GrafTech International Ltd. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by GrafTech International Ltd. with the Securities and Exchange Commission on May 4, 2015).
(d)(6)	Limited Guarantee, dated as of May 17, 2015, by and between Brookfield Capital Partners IV L.P. and GrafTech International Ltd. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by GrafTech International Ltd. with the Securities and Exchange Commission on May 17, 2015).
(d)(7)	First Amendment, dated as of July 6, 2015, to Agreement and Plan of Merger, dated as of May 17, 2015, by and among BCP IV GrafTech Holdings LP, Athena Acquisition Subsidiary Inc. and GrafTech International Ltd. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by the Company on July 6, 2015).
(g)	Not applicable.
(h)	Not applicable.
(a)(5)(A)	

Explanation of Responses:

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Complaint filed by Travis J. Kelleher, individually and on behalf of all others similarly situated, on May 22, 2015, in the Court of Common Pleas of the State of Ohio, Cuyahoga County.**

- (a)(5)(B) Amended Complaint filed by Travis J. Kelleher, individually and on behalf of all others similarly situated, on June 12, 2015, in the Court of Common Pleas of the State of Ohio, Cuyahoga County.**
- (a)(5)(C) Complaint filed by David Widlewski, individually and on behalf of all others similarly situated, on June 2, 2015, in the Court of Chancery of the State of Delaware.**
- (a)(5)(D) Complaint filed by Walter Watson, individually and on behalf of all others similarly situated, on June 4, 2015, in the Court of Chancery of the State of Delaware.**
- (a)(5)(E) Complaint filed by Cyhyoung Park, individually and on behalf of all others similarly situated, on June 9, 2015, in the Court of Chancery of the State of Delaware.**
- (a)(5)(F) Complaint filed by Charles Daeda, individually and on behalf of all others similarly situated, on June 15, 2015, in the Court of Chancery of the State of Delaware.**
- (a)(5)(G) Complaint filed by Abraham Grinberger, individually and on behalf of all others similarly situated, on June 16, 2015, in the Court of Chancery of the State of Delaware.**
- (a)(5)(H) Press Release issued by BCP IV GrafTech Holdings LP and Athena Acquisition Subsidiary Inc. on July 6, 2015, announcing the extension of the Offer. ***
- (a)(5)(I) Complaint filed by Bruce Wells, individually and on behalf of all others similarly situated, on June 17, 2015, in the Court of Chancery of the State of Delaware. ***
- (a)(5)(J) Complaint filed by Mark O Neil and Adoracion Guerrero, individually and on behalf of all others similarly situated, on June 29, 2015, in the Court of Common Pleas of the State of Ohio, Cuyahoga County. ***
- (a)(5)(K) Press Release issued by BCP IV GrafTech Holdings LP and Athena Acquisition Subsidiary Inc. on July 29, 2015, announcing the extension of the Offer.

- * Previously filed with the Tender Offer Statement on Schedule TO with the Securities and Exchange Commission on May 26, 2015.
- ** Previously filed with Amendment No.1 to the Schedule TO with the Securities and Exchange Commission on June 18, 2015.
- *** Previously filed with Amendment No.2 to the Schedule TO with the Securities and Exchange Commission on July 6, 2015.