Edgar Filing: Young Albert WaiChow - Form 3/A

Young Albert WaiChow Form 3/A March 29, 2018

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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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)

Name and Address of Reporting Person * Young Albert WaiChow	2. Date of Event Requiring Statement (Month/Day/Year)	2. 155 40 1 1 (411)	r Name and Ticker or Trading Symbol Medical Holdings, Inc. [AMEH]		
(Last) (First) (Middle)	12/08/2017	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year) 12/18/2017	
1668 S. GARFIELD AVE., 2ND FL.		(Check all applicable)			
(Street) ALHAMBRA, CA 91801		.0	10% Othe w) (specify belder Medical Office	ow)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)	Table I - N	Non-Derivative Securities Beneficially Owned			
1.Title of Security (Instr. 4)	2. Amount of Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr	-
Common Stock (1) (2)	863,475		D	Â	
Common Stock (3) (4)	1,682,109		I	Calif	Allied Physicians of fornia, A Professional ical Corporation (3)
Reminder: Report on a separate line for ear owned directly or indirectly. Persons who respectively.	ially S	EC 1473 (7-02	2)		
information conta	lined in this form are not nd unless the form displ				

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

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1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of Shares

or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Young Albert WaiChow 1668 S. GARFIELD AVE. 2ND FL.

A Co-Chief Medical Officer A

ALHAMBRA, CAÂ 91801

Signatures

/s/ ALBERT WAICHOW YOUNG

03/29/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 5(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).
- On December 8, 2017, a reverse merger transaction between the Issuer and Network Medical Management, Inc. ("NMM") was **(1)** consummated such that NMM became a wholly-owned subsidiary of the Issuer (the "Merger"). Pursuant to and effective as of the closing of the Merger (the "Closing"), the Reporting Person became an officer (i.e., Co-Chief Medical Officer) of the Issuer.
 - Immediately prior to the Closing, the Reporting Person was a shareholder of NMM. Pursuant to the Merger, the shares of NMM common stock previously held by Reporting Person were converted into (i) 863,475 shares of common stock of the Issuer, (ii) a warrant to purchase 26,828.01 shares of common stock of the Issuer at an exercise price of \$11.00 per share (this was previously reported on the Form 3 filed by the Reporting Person on December 18, 2017), (iii) a warrant to purchase 28,406.13 shares of common stock of the
- **(2)** Issuer at an exercise price of \$10.00 per share (this was previously reported on the Form 3 filed by the Reporting Person on December 18, 2017), (iv) cash in lieu of fractional shares, and (v) the Reporting Person's pro rata portion, if any, of the holdback shares of common stock of the Issuer (such pro rata portion of the holdback shares would, without offset, initially be equal to 95,941.68 shares of common stock of the Issuer).
- These shares and warrants are owned directly by Allied Physicians of California, A Professional Medical Corporation ("Allied"), of which Reporting Person is a director, officer and shareholder. Reporting Person disclaims beneficial ownership of these shares except to **(3)** the extent of his pecuniary interest therein, and the filing of this report is not an admission that Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
 - Immediately prior to the Closing, Allied was a shareholder of NMM. Pursuant to the Merger, the shares of NMM common stock previously held by Allied were converted into (i) 1,682,109 shares of common stock of the Issuer, (ii) a warrant to purchase 52,262.84 shares of common stock of the Issuer at an exercise price of \$11.00 per share (this was previously reported on the Form 3 filed by the
- **(4)** Reporting Person on December 18, 2017), (iii) a warrant to purchase 55,337.13 shares of common stock of the Issuer at an exercise price of \$10.00 per share (this was previously reported on the Form 3 filed by the Reporting Person on December 18, 2017), (iv) cash in lieu of fractional shares, and (v) Allied's pro rata portion, if any, of the holdback shares of common stock of the Issuer (such pro rata portion of the holdback shares would, without offset, initially be equal to 186,901.07 shares of common stock of the Issuer).

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Remarks:

This Form 3/A reflects holdings as of December 8, 2017. This Form 3/A is being filed to correc

Reporting Owners 2

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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.