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GREENWAY MEDICAL TECHNOLOGIES INC

Form 4

February 09, 2012

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Pamlico Capital II, L.P.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

GREENWAY MEDICAL TECHNOLOGIES INC [GWAY]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

02/07/2012

Director Officer (give title

X 10% Owner Other (specify

C/O PAMLICO CAPITAL, 150 NORTH COLLEGE STREET,

(Street)

SUITE 2400

4. If Amendment, Date Original

Applicable Line)

CHARLOTTE, NC 28202

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

							, p	,	-5
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities .	Acquir	ed (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	omr Disposed o	of (D)		Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
							Reported	(I)	(
					(A)		Transaction(s)	(Instr. 4)	
					or		(Instr. 3 and 4)	(IIIStr. 1)	
			Code V	Amount	(D)	Price	(IIISII. 3 aliu 4)		
									See
Common	02/07/2012		C	2 441 542	٨	(2)	4 610 010	T	
Stock	02/07/2012		C	3,441,542	А	<u>(3)</u>	4,618,012	1	footnotes
Stock									<u>(1)</u> <u>(2)</u>
Common									See
	02/07/2012		P	666,667	Α	\$ 10	5,284,679	I	footnotes
Stock				,	_	,	-, - ,- ,- ,-		(1) (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

(1)(2)

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date Und		Underlying S	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Series B Convertible Preferred	(3)	02/07/2012		C		2,781,044 (3)	(3)	(3)	Common Stock	2,781,	

Reporting Owners

Stock

Hamrick

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Pamlico Capital II, L.P. C/O PAMLICO CAPITAL 150 NORTH COLLEGE STREET, SUITE 2400 CHARLOTTE, NC 28202		X				
Pamlico Capital GP II LLC C/O PAMLICO CAPITAL 150 NORTH COLLEGE STREET, SUITE 2400 CHARLOTTE, NC 28202	X					
Signatures						
Pamlico Capital II, L.P., /s/ Kristy Burleigh	02/08/2012					
**Signature of Reporting Person	Da	ite				

Explanation of Responses:

Pamlico Capital GP II, LLC., /s/ Watts

**Signature of Reporting Person

- * 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).

The sole general partner of Pamlico Capital II, L.P. is Pamlico Capital GP II LLC (together with Pamlico Capital II, L.P., the "Reporting Persons"). The managing members of Pamlico Capital GP II are Scott B. Perper, L. Watts Hamrick, III and Frederick W. Eubank, II and

02/08/2012

Date

(1) all matters relating to the voting or disposition of the shares beneficially owned by Pamlico Capital II, L.P. require the approval of a majority of such managing members. Scott B. Perper, L. Watts Hamrick, III and Frederick W. Eubank, II each disclaim beneficial ownership of the shares beneficially owned by Pamlico Capital II, L.P.

Reporting Owners 2

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- Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting

 (2) Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.
- Each share of Series B Convertible Preferred Stock automatically converted into one share of common stock in connection with the completion of the Company's initial public offering and had no expiration date. In connection with the conversion, Pamlico Capital II, L.P. also received 660,498 shares as an additional payment in accordance with the terms of the Series B Convertible Preferred Stock.

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.