

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.
Form SC 13D/A
July 26, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN
STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO
RULE 13d-2(a)

Under the Securities Exchange Act of 1934
(Amendment No. 5)

Allscripts Healthcare Solutions, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

01988P108
(CUSIP Number)

Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

July 24, 2013
(Date of Event which Requires
Filing of this Schedule)

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)

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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).

1 NAME OF REPORTING PERSON

HealthCor Management,
L.P.

2 CHECK THE APPROPRIATE x

BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF

5 DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER 0 SHARED VOTING POWER

8 12,175,000 shares of Common Stock SOLE DISPOSITIVE

9 POWER

10 0 SHARED DISPOSITIVE

POWER

12,175,000
shares of
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12,175,000 shares of
Common Stock

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

13 SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

14 6.85%
TYPE OF REPORTING
PERSON

PN

1 NAME OF REPORTING PERSON

HealthCor Associates, LLC

2 CHECK THE APPROPRIATE x

BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL

5 PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

0 SHARED VOTING POWER

8 12,175,000 shares of Common Stock

9 SOLE DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE

POWER

12,175,000
shares of
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12,175,000 shares of
Common Stock

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

14 6.85%
TYPE OF REPORTING
PERSON

OO

1 NAME OF REPORTING PERSON

HealthCor Offshore
Master Fund, L.P.

2 CHECK THE APPROPRIATE x

BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 WC CHECK BOX IF DISCLOSURE OF LEGAL

5 PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

0 SHARED VOTING POWER

8 12,000,000 shares of Common Stock

9 SOLE DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE

POWER

12,000,000
shares of
Common Stock

11

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12,000,000 shares of
Common Stock

12

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

13

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

14

6.75%
TYPE OF REPORTING
PERSON

PN

1 NAME OF REPORTING PERSON

HealthCor Offshore GP, LLC

2 CHECK THE APPROPRIATE x

BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

5 IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

0 SHARED VOTING POWER

8 12,000,000 shares of Common Stock

9 SOLE DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE

POWER

12,000,000
shares of
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12,000,000 shares of
Common Stock

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

14 6.75%
TYPE OF REPORTING
PERSON

OO

	NAME OF REPORTING PERSON
1	HealthCor Hybrid Offshore Master Fund, L.P.
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x
2	BOX IF A MEMBER OF (b) "
	A GROUP
3	SEC USE ONLY
	SOURCE OF FUNDS
4	WC
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5	CITIZENSHIP OR PLACE OF ORGANIZATION
	Cayman Islands
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7	SOLE VOTING POWER
8	0 SHARED VOTING POWER
9	0 SOLE DISPOSITIVE POWER
10	0 SHARED DISPOSITIVE POWER

0
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
PERSON

0
CHECK IF THE
AGGREGATE
AMOUNT IN
12 ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)
(see Item 5)

0.0%
TYPE OF REPORTING
14 PERSON

PN

1 NAME OF REPORTING PERSON

HealthCor Hybrid Offshore GP, LLC

2 CHECK THE APPROPRIATE x

BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL

5 PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **8** SOLE VOTING POWER

0 SHARED VOTING POWER

9 0 SOLE DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE POWER

0
AGGREGATE
AMOUNT
BENEFICIALLY
11 OWNED BY EACH
PERSON

0
CHECK IF THE
AGGREGATE
AMOUNT IN
12 ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)
(see Item 5)

0.0%
TYPE OF REPORTING
14 PERSON

OO

1 NAME OF REPORTING PERSON

HealthCor Group, LLC

2 CHECK THE APPROPRIATE x

BOX IF A

MEMBER OF (b) "

3 A GROUP

SEC USE ONLY

4 SOURCE OF FUNDS

AF

CHECK BOX

IF

DISCLOSURE

OF LEGAL

5 PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

6 ORGANIZATION

Delaware

NUMBER OF SHARES

SOLE VOTING POWER

BENEFICIALLY OWNED BY

EACH

0

REPORTING

SHARED VOTING POWER

PERSON WITH

8

12,175,000 shares of Common Stock

SOLE DISPOSITIVE POWER

9

0

10

SHARED DISPOSITIVE POWER

12,175,000
shares of
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12,175,000 shares of
Common Stock

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)
(see Item 5)

6.85%
TYPE OF REPORTING
PERSON

14 OO

	NAME OF REPORTING PERSON
1	HealthCor Long Offshore Master Fund, L.P.
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> x
2	BOX IF A MEMBER OF (b) " A GROUP
3	SEC USE ONLY SOURCE OF FUNDS
4	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING
5	IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
	SOLE VOTING POWER
7	0 SHARED VOTING POWER
8	175,000 shares of Common Stock
9	SOLE DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0
SHARED
DISPOSITIVE
POWER

10

175,000 shares
of Common
Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

175,000 shares of
Common Stock

CHECK IF THE
AGGREGATE
AMOUNT IN

12

ROW (11) ..

EXCLUDES
CERTAIN
SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

13

0.10%
TYPE OF REPORTING
PERSON

14

PN

1 NAME OF REPORTING PERSON

HealthCor Long Master GP, LLC

2 CHECK THE APPROPRIATE x

BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF

5 DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER 0 SHARED VOTING POWER

8 175,000 shares of Common Stock

9 SOLE DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE

POWER

175,000 shares
of Common
Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12 175,000 shares of
Common Stock
CHECK IF THE
AGGREGATE
AMOUNT IN

ROW (11) ..
EXCLUDES
CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

14 0.10%
TYPE OF REPORTING
PERSON

OO

1 NAME OF REPORTING PERSON

Arthur Cohen

2 CHECK THE APPROPRIATE x

BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF

5 DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

United States SOLE VOTING POWER

0 SHARED VOTING POWER

8 12,175,000 shares of Common Stock SOLE DISPOSITIVE POWER

9

0 SHARED DISPOSITIVE POWER

10

12,175,000
shares of
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12,175,000 shares of
Common Stock

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)
(see Item 5)

14 6.85%
TYPE OF REPORTING
PERSON

IN

1 NAME OF REPORTING PERSON

Joseph Healey

2 CHECK THE APPROPRIATE x

BOX IF A

MEMBER OF (b) "

3 A GROUP

SEC USE ONLY

4 SOURCE OF FUNDS

AF

CHECK BOX

IF

DISCLOSURE

OF LEGAL

5 PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

6 ORGANIZATION

United States

NUMBER OF SHARES

SOLE

BENEFICIALLY **7**

VOTING

OWNED BY

POWER

EACH

0

REPORTING

SHARED

PERSON WITH

VOTING

POWER

8

12,175,000

shares of

Common Stock

SOLE

9 DISPOSITIVE

POWER

10

0

SHARED

DISPOSITIVE

POWER

12,175,000
shares of
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12,175,000 shares of
Common Stock

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)
(see Item 5)

6.85%
TYPE OF REPORTING
PERSON

14 IN

This Amendment No. 5 ("Amendment No. 5") amends the statement on Schedule 13D filed by the Reporting Persons on May 16, 2012 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed by the Reporting Persons on May 22, 2012 ("Amendment No. 1"), Amendment No. 2 to the Original Schedule 13D filed by the Reporting Persons on June 1, 2012 ("Amendment No. 2"), Amendment No. 3 to the Original Schedule 13D filed by the Reporting Persons on June 22, 2012 ("Amendment No. 3") and Amendment No. 4 to the Original Schedule 13D filed by the Reporting Persons on December 21, 2012 ("Amendment No. 4" and, together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3 and this Amendment No. 5, the "Schedule 13D") with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of Allscripts Healthcare Solutions, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 5 have the meanings set forth in the Schedule 13D. This Amendment No. 5 amends Items 2, 3, 4, 5 and 7 as set forth below.

Item 2. IDENTITY AND BACKGROUND.

Paragraphs (a) and (c) of Item 2 of this Schedule 13D are hereby amended and restated in their entirety as follows:

(a) This Schedule 13D is filed on behalf of the following persons (collectively, the "Reporting Persons"):

- (i) HealthCor Management, L.P., a Delaware limited partnership ("HealthCor");
- (ii) HeathCor Associates, LLC, a Delaware limited liability company ("Associates");
- (iii) HealthCor Offshore Master Fund, L.P., a Cayman Islands limited partnership ("Offshore Fund");
- (iv) HealthCor Offshore GP, LLC, a Delaware limited liability company ("Offshore GP");
- (v) HealthCor Hybrid Offshore Master Fund, L.P., a Cayman Islands limited partnership ("Hybrid Fund");
- (vi) HealthCor Hybrid Offshore GP, LLC, a Delaware limited liability company ("Hybrid GP");
- (vii) HealthCor Group, LLC, a Delaware limited liability company ("Group");
- (viii) HealthCor Long Offshore Master Fund, L.P., a Delaware limited partnership ("Long Fund" and together with Offshore Fund and Hybrid Fund, the "Funds");
- (ix) HealthCor Long Master GP, LLC, a Delaware limited liability company ("Long GP");
- (x) Mr. Arthur Cohen, a managing member of Associates; and

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(xi) Mr. Joseph Healey, a managing member of Associates.

(c) Offshore Fund is a private investment partnership. Offshore GP serves as the general partner of Offshore Fund and Group serves as the general partner of Offshore GP. Hybrid Fund is a private investment partnership. Hybrid GP serves as the general partner of Hybrid Fund and Group is the general partner of Hybrid GP. Long Fund is a private investment partnership. Long GP serves as the general partner of Long Fund and Group is the general partner of Long GP. HealthCor serves as investment manager to the Funds and Associates serves as the general partner of HealthCor. The principal occupation of each of Messrs. Cohen and Healey is portfolio manager. Each is a United States citizen.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and restated in its entirety as follows:

The 12,175,000 shares of Common Stock reported herein by the Reporting Persons were acquired at an aggregate purchase price of approximately \$134,025,669.77 (including commissions). Such shares of Common Stock were acquired with cash provided by the Funds, consisting of capital contributions from investors in the Funds and the capital appreciation thereon.

Item 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended and supplemented as follows:

From and after the effectiveness of the Settlement Agreement, the Reporting Persons have held the shares of Common Stock reported in Amendment No. 4, and sold and held the shares of Common Stock reported herein, for investment purposes in the ordinary course of business, and not with the purpose nor with the effect of changing or influencing the control or management of the Issuer.

On December 31, 2012, the shares of Common Stock held by Hybrid Fund were transferred to Offshore Fund in connection with a restructuring of the Funds.

Item 5. INTEREST IN SECURITIES OF THE COMPANY.

Paragraphs (a) – (c) and (e) of Item 5 are hereby amended and restated in their entirety as follows:

(a)—(b) The aggregate percentage of shares of Common Stock reported to be beneficially owned by the Reporting Persons is based upon 177,835,856 shares of Common Stock outstanding as of May 23, 2013, as reported in the Issuer's Registration Statement on Form S-3 filed on May 29, 2013. At the close of business on July 26, 2013, the Reporting Persons may be deemed to collectively beneficially own 12,175,000 shares of Common Stock, constituting approximately 6.85% of the shares of Common Stock outstanding.

(i) HealthCor:

- (a) As of the date hereof,

HealthCor may
be deemed the
beneficial
owner of
12,175,000
shares of
Common
Stock.
Percentage:
Approximately
6.85% as of the
date hereof.

- (b) 1. Sole power to vote or direct vote:
0
Shared power to vote or
- 2. direct vote:
12,175,000 shares of Common Stock
- 3. Sole power to dispose or direct the disposition:
0
Shared power to dispose or
- 4. direct the disposition:
12,175,000 shares of Common Stock

(ii) Associates:

- (a) As of the date hereof, Associates may be deemed the beneficial owner of 12,175,000 shares of Common Stock.
Percentage:
Approximately 6.85% as of the date hereof.

- (b) 1. Sole power to vote or direct vote:
0
Shared power to vote or
- 2. direct vote:
12,175,000 shares of Common Stock

3. Sole power to dispose or direct the disposition:
0

4. Shared power to dispose or direct the disposition:
12,175,000 shares of Common Stock

(iii) Offshore Fund:

As of the date hereof, Offshore Fund may

(a) be deemed the beneficial owner of 12,000,000 shares of Common Stock.

Percentage:

Approximately 6.75% as of the date hereof.

(b) 1. Sole power to vote or direct vote:
0

2. Shared power to vote or direct vote:
12,000,000 shares of Common Stock

3. Sole power to dispose or direct the disposition:
0

4. Shared power to dispose or direct the disposition:
12,000,000 shares of Common Stock

(iv) Offshore GP:

As of the date hereof,
Offshore GP may be
deemed the beneficial
owner of 12,000,000
shares of Common
Stock.

(a)

Percentage:
Approximately 6.75%
as of the date hereof.

(b) 1. Sole power
to vote or
direct vote:
0

Shared
power to
vote or

2. direct vote:
12,000,000
shares of
Common
Stock

3. Sole power
to dispose
or direct the
disposition:
0

Shared
power to
dispose or
direct the

4. disposition:
12,000,000
shares of
Common
Stock

(v) Hybrid Fund:

As of the date hereof,
Hybrid Fund may be
deemed the beneficial
owner of 0 shares of
Common Stock.

(a)

Percentage:
Approximately 0.0%
as of the date hereof.

(b) 1. Sole power
to vote or
direct vote:
0

2. Shared
power to
vote or

- direct vote:
0
3. Sole power
to dispose
or direct the
disposition:
0
4. Shared
power to
dispose or
direct the
disposition:
0

(vi) Hybrid GP:

- As of the date hereof,
Hybrid GP may be
(a) deemed the beneficial
owner of 0 shares of
Common Stock.
Percentage:
Approximately 0.0%
as of the date hereof.

- (b) 1. Sole power to vote or direct vote:
0
Shared power to vote or direct vote:
0
- 2. Sole power to dispose or direct the disposition:
0
- 3. Shared power to dispose or direct the disposition:
0
- 4. Shared power to dispose or direct the disposition:
0

(vii) Group:

- (a) As of the date hereof, Group may be deemed the beneficial owner of 12,175,000 shares of Common Stock.
Percentage:
Approximately 6.85% as of the date hereof.

- (b) 1. Sole power to vote or direct vote:
0
Shared power to vote or direct vote:
12,175,000 shares of Common Stock
- 2. Sole power to dispose or direct the disposition:
0
- 3. Shared power to dispose or direct the disposition:
0

4. Shared power to dispose or direct the disposition: 12,175,000 shares of Common Stock

(viii) Long Fund:

As of the date hereof,

- Long Fund may be deemed the beneficial
- (a) owner of 175,000 shares of Common Stock.

Percentage:
Approximately 0.10% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 175,000 shares of Common Stock
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 175,000 shares of Common Stock

(ix) Long GP:

- (a) As of the date hereof, Long GP may be deemed the beneficial owner of 175,000

shares of Common
Stock.

Percentage:

Approximately
0.10% as of the date
hereof.

- (b) 1. Sole power to vote or direct vote:
0
- 2. Shared power to vote or direct vote:
175,000 shares of Common Stock
- 3. Sole power to dispose or direct the disposition:
0
- 4. Shared power to dispose or direct the disposition:
175,000 shares of Common Stock

(x) Mr. Cohen:

As of the date hereof,
Mr. Cohen may be
deemed the beneficial
owner of 12,175,000
shares of Common
Stock.

- (a) Percentage:
Approximately
6.85% as of the date
hereof.

- (b) 1. Sole power to vote or direct vote:
0
- 2. Shared power to vote or direct vote:

- 12,175,000
shares of
Common
Stock
Sole power
to dispose
or direct the
disposition:
0
Shared
power to
dispose or
direct the
disposition:
12,175,000
shares of
Common
Stock

(xi) Mr. Healey:

As of the date hereof,

Mr. Healey may be

- (a) deemed the beneficial
owner of 12,175,000
shares of Common
Stock.

Percentage:

Approximately

6.85% as of the date
hereof.

- (b) 1. Sole power
to vote or
direct vote:
0
Shared
power to
vote or
direct vote:
2. 12,175,000
shares of
Common
Stock
Sole power
to dispose
or direct the
disposition:
3. 0
4. Shared
power to
dispose or
direct the
disposition:

12,175,000
shares of
Common
Stock

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The Funds are the beneficial owners of the shares of Common Stock reported herein.

As the general partner of Offshore Fund, Offshore GP and its general partner, Group, may be deemed the beneficial owners of that portion of the shares of Common Stock beneficially owned by Offshore Fund. As the general partner of Hybrid Fund, Hybrid GP and its general partner, Group, may be deemed the beneficial owners of that portion of the shares of Common Stock beneficially owned by Hybrid Fund. As the general partner of Long Fund, Long GP and its general partner, Group, may be deemed the beneficial owners of that portion of the shares of Common Stock beneficially owned by Long Fund.

As the investment manager of the Funds, HealthCor and its general partner, Associates, may also be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by the Funds.

As managers of Associates, Messrs. Cohen and Healey have both voting and investment power with respect to the shares of Common Stock beneficially owned by the Funds, and therefore may also be deemed to be the beneficial owners of the shares of Common Stock beneficially owned by the Funds.

(c) Information concerning transactions in shares of Common Stock effected by the Reporting Persons during the past 60 days is set forth in Exhibit A hereto and is incorporated herein by reference. All of the transactions in shares of Common Stock listed in Exhibit A hereto were effected in open market purchases on the NASDAQ Global Select Market through various brokerage entities.

(e) As of December 31, 2012, Hybrid Fund and Hybrid GP ceased to beneficially own any shares of Common Stock. Accordingly, this Amendment No. 5 constitutes an exit filing for Hybrid Fund and Hybrid GP.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of this Schedule 13D is hereby amended and supplemented by the addition of the following:

Exhibit A: Transactions in the Common Stock during the past 60 days.

Exhibit B: Joint Acquisition Statement, dated as of July 26, 2013.

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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.

Dated: July 26, 2013

HEALTHCOR MANAGEMENT, L.P.

By: HealthCor Associates, LLC, its general partner

By: /s/ John H. Coghlin
Name: John H. Coghlin
Title: General Counsel

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

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin
Name: John H. Coghlin
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/ John H. Coghlin
Name: John H. Coghlin
Title: General Counsel

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

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin
Title: General Counsel

HEALTHCOR
ASSOCIATES, LLC

By: /s/ John H. Coghlin
Name: John H. Coghlin
Title: General Counsel

HEALTHCOR GROUP,
LLC

By: /s/ John H. Coghlin
Name: John H. Coghlin
Title: General Counsel

ARTHUR COHEN,
Individually

By: /s/ Arthur Cohen
Name: Arthur Cohen

JOSEPH HEALEY,
Individually

By: /s/ Joseph Healey
Name: Joseph Healey

EXHIBIT A**Transactions in the Common Stock During the Past 60 Days**

The following table sets forth all transactions in shares of Common Stock effected during the past 60 days by the Reporting Persons. All such transactions were effected in the open market through brokers and the price per share is net of commissions. Amounts reported in the "Price" column reflect the actual price for the shares of Common Stock were purchased or sold. The amounts reported in the "Weighted Average Price" column in the table below reflect a weighted average price for the shares of Common Stock purchased or sold. Where a weighted average price is reported rather than an actual price, the shares of Common Stock were purchased or sold, as applicable, in multiple transactions, each at a price within the range of prices set forth in the "Range of Prices" column in the table below. The Reporting Persons shall undertake to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding such number of shares of Common Stock purchased or sold, as applicable, within the range of prices set forth in the table below.

Offshore Fund

<u>Trade Date</u>	<u>Amount Purchased</u> <u>(Sold)</u>	<u>Price Per Share</u> <u>(\$)</u>	<u>Weighted Average Price Per Share</u> <u>(\$)</u>	<u>Range of Prices</u> <u>(\$)</u>
6/6/2013	(14,847)		13.4819	
6/7/2013	(354,000)			13.6402 – 13.72
7/24/2013	(2,600,000)		15.6200	
7/25/2013	(66,000)		15.6767	

Long Fund

<u>Trade Date</u>	<u>Amount Purchased</u> <u>(Sold)</u>	<u>Price Per Share</u> <u>(\$)</u>	<u>Weighted Average Price Per Share</u> <u>(\$)</u>	<u>Range of Prices</u> <u>(\$)</u>
6/7/2013	(66,000)		13.7135	13.6402 – 13.72
6/26/2013	(8,000)		12.7144	
7/15/2013	(58,400)		15.5550	
7/25/2013	(600)		15.6767	

EXHIBIT B

JOINT ACQUISITION STATEMENT PURSUANT TO RULE

13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: July 26, 2013

HEALTHCOR MANAGEMENT, L.P.

By: HealthCor Associates, LLC, its general partner

By: /s/ John H. Coghlin
Name: John H. Coghlin
Title: General Counsel

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

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin
Name: John H. Coghlin
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/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

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

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

HEALTHCOR
ASSOCIATES, LLC

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

HEALTHCOR GROUP,
LLC

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

ARTHUR COHEN,
Individually

By: /s/ Arthur Cohen

Name: Arthur Cohen

JOSEPH HEALEY,
Individually

By: /s/ Joseph Healey

Name: Joseph Healey