

EMAGEON INC
Form 4
November 04, 2005

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 *
Horgen Chris H

(Last) (First) (Middle)
207 EAST SIDE SQUARE
(Street)
HUNTSVILLE, AL 35801
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMAGEON INC [EMAG]

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2005

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)

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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 11/01/2005 | | J ⁽¹⁾ | | 18,642 | A | <u>(6)</u> <u>(7)</u> 78,193 | D | |
| Common Stock | 11/01/2005 | | J ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ | | 773,050 | D | <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> 765,740 | I | See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> |
| Common Stock | 11/01/2005 | | J ⁽¹³⁾⁽¹⁴⁾ | | 7,468 | D | <u>(13)</u> <u>(14)</u> 70,725 | D | |

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

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(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Horgen Chris H 207 EAST SIDE SQUARE HUNTSVILLE, AL 35801 | | X | | |

Signatures

/s/ Chris H.
Horgen

11/04/2005

**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).
- (1) Mr. Horgen's direct ownership in Common Stock increased from 52,083 shares to 78,193 shares as a result of the partial distribution described in Footnotes 2 through 7 below.
- (2) Southeastern Technology Fund, L.P. ("SETF") owned 72,962 shares of Common Stock. There are 74 limited partners of SETF. On November 1, 2005, SETF made a pro rata distribution of 36,426 shares of Common Stock to its 74 limited partners, and its general partner, Southeastern Capital Co., L.L.C. ("SCC").
- (3) STF Partners II, L.P. ("STFP") owned 348,067 shares of Common Stock. There are 67 limited partners of STFP. On November 1, 2005, STFP made a pro rata distribution of 174,003 shares of Common Stock to its 67 limited partners, and its general partner, Southeastern Capital Co. II, L.L.C. ("SCCII").
- (4)

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STF Partners QP II, L.P. ("STFQP") owned 171,712 shares of Common Stock. There are 29 limited partners of STFQP. On November 1, 2005, STFQP made a pro rata distribution of 85,834 shares of Common Stock to its 29 limited partners, and its general partner, SCCII.

- (5) STF Institutional Partners II, L.P. ("STFIP") owned 938,467 shares of Common Stock. There are 55 limited partners of STFIP. On November 1, 2005, STFIP made a pro rata distribuion of 469,205 shares of Common Stock to its 55 limited partners, and its general partner, SCCII.

- (6) SCC is the general partner of SETF and owns a 1% equity and voting interest in SETF. SCC received 364 shares of Common Stock as part of a pro rata distribution of Common Stock to the partners of SETF. Contemporaneously with the receipt of the shares of Common Stock from the distribution, SCC made a pro rata distribution of 364 shares to its members, of which Mr. Horgen received 255 shares.

- (7) SCCII is the general partner of STFP, STFQP, and STFIP and owns a 0.9900% equity and voting interest in STFP, STFQP, and STFIP. SCCII received 7,218 shares of Common Stock as part of a pro rata distribution of Common Stock to the partners of STFP, STFQP, and STFIP. Contemporaneously with the receipt of the shares of Common Stock from the distribution, SCCII made a pro rata distribution of 7,218 shares to its members, of which Mr. Horgen received 2,785 shares.

- (8) Southeastern Management Co., LLC ("SMC") provides investment advisory and administrative services to SETF, STFP, STFIP, STFQP, SCC and SCCII.

- (9) SCC and SCCII, as the general partners of SETF; STFP; STFIP; and STFQP, and SMC, as the investment advisor for SETF; STFP; STFIP; and STFQP; SCC; and SCCII, may each be deemed to hold voting and investment power for the shares held by the foregoing funds. SCCI, SCCII and SMC disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

- (10) Mr. Horgen is a Senior Managing Partner of SETF, STFIP, STFP, and STFQP. Mr. Horgen owns an equity interest in SETF (6.5% owned through Horgen One Investments, LLC), STFIP (2.7775%), and STFIP (2.9305% owned through Horgen Two Investments, LLC). SCC is the general partner of SETF, and owns a 1% equity voting interest in SETF. Mr. Horgen owns a 70% equity and voting interest in SCC. SCCII is the general partner of STFP, STFIP, and STFQP, and SCCII owns a 0.9900% equity and voting interest in each of STFP, STFIP, and STFQP. Mr. Horgen owns a 38.5699% equity and voting interest in SCCII.

- (11) Mr. Horgen is the Senior Managing Partner of SMC, which provides investment advisory and administrative services to SETF, STFP, STFIP, STFQP, SCC, and SCCII. Mr. Horgen owns an equity and voting interest in SMC equal to 38.5699%.

- (12) As the Senior Managing Partner and a member of the funds described above, Mr. Horgen may be deemed to hold voting and investment power for the shares held by such funds. Mr. Horgen disclaims beneficial ownership of all such shares held by the foregoing funds, except to the extent of this proportionate pecuniary interests therein.

- (13) Mr. Horgen is the manager of Horgen One, L.L.C. ("Horgen One"). Horgen One is a limited partner of SETF. Contemporaneously with the receipt of shares of Common Stock from the partial distribution, Horgen One distributed 2,369 shares of Common Stock to its members, of which Mr. Horgen received 2,061. For reporting purposes, the shares held by Horgen One have been historically disclosed as being held by Mr. Horgen directly.

- (14) Mr. Horgen is the manager of Horgen II, L.L.C. ("Horgen II"). Horgen II is a limited partner of STFP. Contemporaneously with the receipt of shares of Common Stock from the partial distribution, Horgen II distributed 5,099 shares of Common Stock to its members, of which Mr. Horgen received 509. For reporting purposes, the shares held by Horgen II have been historically disclosed as being held by Mr. Horgen directly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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