

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

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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).

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**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 DISCLOSURE OF LEGAL PROCEEDING

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

Delaware

NUMBER OF SHARES BENEFICIALLY 7 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

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

12,175,000 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

6.85%  
TYPE OF REPORTING  
PERSON

14

PN

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**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 PROCEEDING

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

Delaware

NUMBER OF SHARES BENEFICIALLY 7 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

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

12,175,000 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

6.85%  
TYPE OF REPORTING  
PERSON

14

OO

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**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  
**4** SOURCE OF FUNDS

WC  
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  
Cayman Islands  
SOLE VOTING POWER  
0  
SHARED VOTING POWER

**8** 12,000,000 shares of Common Stock  
SOLE DISPOSITIVE POWER  
**9**

0  
SHARED DISPOSITIVE  
**10**

POWER

12,000,000  
shares of  
Common Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

12,000,000 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

6.75%  
TYPE OF REPORTING  
PERSON

14

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) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY 7 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

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

12,000,000 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

6.75%  
TYPE OF REPORTING  
PERSON

14

OO

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

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

Delaware

NUMBER OF SHARES BENEFICIALLY 7 OWNED BY EACH REPORTING PERSON WITH

**8** SOLE VOTING POWER 0 SHARED VOTING POWER

**9** 0 SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE POWER

|    |   |
|----|---|
| 11 | 0<br>AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY EACH<br>PERSON                         |
| 12 | 0<br>CHECK IF THE<br>AGGREGATE<br>AMOUNT IN<br>ROW (11) ..<br>EXCLUDES<br>CERTAIN<br>SHARES |
| 13 | PERCENT OF CLASS<br>REPRESENTED BY<br>AMOUNT IN ROW (11)<br>(see Item 5)                    |
| 14 | 0.0%<br>TYPE OF REPORTING<br>PERSON<br><br>OO   |

**1** NAME OF REPORTING PERSON

HealthCor Group, 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)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Delaware

NUMBER OF  
SHARES

BENEFICIALLY **7** SOLE  
OWNED BY VOTING  
EACH POWER

REPORTING 0

PERSON WITH SHARED

VOTING

POWER

**8** 12,175,000  
shares of

Common Stock

SOLE

**9** DISPOSITIVE  
POWER

0

**10** SHARED

DISPOSITIVE

POWER

12,175,000  
shares of  
Common Stock  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

12,175,000 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)      "  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

12

13

6.85%  
TYPE OF REPORTING  
PERSON

14

OO



1 NAME OF REPORTING PERSON

HealthCor Long Offshore Master Fund, L.P.

CHECK THE APPROPRIATE ☒ 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

Delaware

7 SOLE VOTING POWER

0 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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

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

CHECK THE APPROPRIATE ☒ x

**2** 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) CITIZENSHIP OR PLACE OF ORGANIZATION

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

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

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

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  
BENEFICIALLY **7**  
OWNED BY

SOLE  
VOTING  
POWER

EACH  
REPORTING  
PERSON WITH

0  
SHARED  
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  
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  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

6.85%  
TYPE OF REPORTING  
PERSON  
IN

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**1** NAME OF REPORTING PERSON

Joseph Healey

CHECK THE

APPROPRIATE ☒ x

**2** 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)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

United States

NUMBER OF  
SHARES

SOLE

BENEFICIALLY **7** VOTING

POWER

OWNED BY

EACH

0

REPORTING

SHARED

PERSON WITH

VOTING

POWER

**8**

12,175,000

shares of

Common Stock

SOLE

DISPOSITIVE

**9**

POWER

0

**10**

SHARED

DISPOSITIVE

POWER

12,175,000  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**12** 12,175,000 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)  
(see Item 5)

**14** 6.85%  
TYPE OF REPORTING  
PERSON  
  
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 direct vote:
2. 12,175,000 shares of Common Stock
3. Sole power to dispose or direct the disposition:  
0  
Shared power to dispose or direct the disposition:
4. 12,175,000 shares of Common Stock

(ii) Associates:

- As of the date hereof, Associates 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  
Shared power to vote or direct vote:
2. 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

4. Shared  
power to  
dispose or  
direct the  
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
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

(vii) Group:

- As of the date hereof, Group 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
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

(viii) Long Fund:

As of the date hereof,

- (a) Long Fund 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

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

(x) Mr. Cohen:

As of the date hereof,  
Mr. Cohen 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  
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
- 3.
- 4.

(xi) Mr. Healey:

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

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

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**

| <b><u>Trade Date</u></b> | <b><u>Amount Purchased</u></b><br><b><u>(Sold)</u></b> | <b><u>Price Per Share</u></b><br><b><u>(\$)</u></b> | <b><u>Weighted Average Price Per Share</u></b><br><b><u>(\$)</u></b> | <b><u>Range of Prices</u></b><br><b><u>(\$)</u></b> |
|--------------------------|--|---|--|---|
| 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**

| <b><u>Trade Date</u></b> | <b><u>Amount Purchased</u></b><br><b><u>(Sold)</u></b> | <b><u>Price Per Share</u></b><br><b><u>(\$)</u></b> | <b><u>Weighted Average Price Per Share</u></b><br><b><u>(\$)</u></b> | <b><u>Range of Prices</u></b><br><b><u>(\$)</u></b> |
|--------------------------|--|---|--|---|
| 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