

Young Albert WaiChow
 Form 3
 December 18, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Young Albert WaiChow</p> <p>(Last) (First) (Middle)</p> <p>1668 S. GARFIELD AVE., 2ND FL.</p> <p>(Street)</p> <p>ALHAMBRA, CA 91801</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/08/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Apollo Medical Holdings, Inc. [AMEH]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Co-Chief Medical Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|
| Common Stock ⁽¹⁾ ₍₂₎ | 854,207 | D | |
| Common Stock ⁽³⁾ ₍₆₎ | 1,664,054 | I | By Allied Physicians of California, A Professional Medical Corporation ⁽³⁾ |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrants to purchase Common Stock <u>(4)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 35,069.3 | \$ 9 | D | Â |
| Warrants to purchase Common Stock <u>(4)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 17,534.63 | \$ 10 | D | Â |
| Warrants to purchase Common Stock <u>(2)</u> | 12/08/2017 | 12/08/2022 | Common Stock | 28,406.13 | \$ 10 | D | Â |
| Warrants to purchase Common Stock <u>(2)</u> | 12/08/2017 | 12/08/2022 | Common Stock | 26,828.01 | \$ 11 | D | Â |
| Warrants to purchase Common Stock <u>(3)</u> <u>(5)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 68,317.43 | \$ 9 | I | By Allied Physicians of California, A Professional Medical Corporation <u>(3)</u> |
| Warrants to purchase Common Stock <u>(3)</u> <u>(5)</u> | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 34,158.69 | \$ 10 | I | By Allied Physicians of California, A Professional Medical Corporation <u>(3)</u> |
| Warrants to purchase Common Stock <u>(3)</u> <u>(6)</u> | 12/08/2017 | 12/08/2022 | Common Stock | 55,337.13 | \$ 10 | I | By Allied Physicians of California, A Professional Medical Corporation <u>(3)</u> |
| Warrants to purchase Common Stock <u>(3)</u> <u>(6)</u> | 12/08/2017 | 12/08/2022 | Common Stock | 52,262.84 | \$ 11 | I | By Allied Physicians of California, A Professional Medical Corporation <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | Â | Â | Â Co-Chief Medical Officer | Â |

Young Albert WaiChow
1668 S. GARFIELD AVE.
2ND FL.
ALHAMBRA, CA 91801

Signatures

/s/ ALBERT WAICHOW
YOUNG

12/15/2017

__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).

(1) On December 8, 2017, a reverse merger transaction between the Issuer and Network Medical Management, Inc. ("NMM") was 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.

(2) 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) 854,207 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, (iii) a warrant to purchase 28,406.13 shares of common stock of the Issuer at an exercise price of \$10.00 per share, (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 94,911.80 shares of common stock of the Issuer).

(3) 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 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.

(4) Immediately prior to the Closing, NMM made an in-kind distribution on a pro rata basis to its shareholders (including the Reporting Person) of the following warrants, which warrants were previously held by NMM: (i) 1,111,111 Series A warrants (of which the Reporting Person will receive 35,069.30 Series A warrants) to purchase common stock of the Issuer, exercisable at any time prior to October 14, 2020 at an exercise price of \$9.00 per share, and (ii) 555,555 Series B warrants (of which the Reporting Person will receive 17,534.63 Series B warrants) to purchase common stock of the Issuer, exercisable at any time prior to March 30, 2021 at an exercise price of \$10.00 per share.

(5) Immediately prior to the Closing, NMM made an in-kind distribution on a pro rata basis to its shareholders (including Allied) of the following warrants, which warrants were previously held by NMM: (i) 1,111,111 Series A warrants (of which Allied will receive 68,317.43 Series A warrants) to purchase common stock of the Issuer, exercisable at any time prior to October 14, 2020 at an exercise price of \$9.00 per share, and (ii) 555,555 Series B warrants (of which Allied will receive 34,158.69 Series B warrants) to purchase common stock of the Issuer, exercisable at any time prior to March 30, 2021 at an exercise price of \$10.00 per share.

(6) 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) 1,664,054 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, (iii) a warrant to purchase 55,337.13 shares of common stock of the Issuer at an exercise price of \$10.00 per share, (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 184,894.80 shares of common stock of the Issuer).

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.