

AMEDISYS INC

Reported by
KKR & CO. INC.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/03/14 for the Period Ending 04/01/14

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|-------------|--|
| Address | 3854 AMERICAN WAY SUITE A BATON ROUGE, LA, 70816 |
| Telephone | 2252922031 |
| CIK | 0000896262 |
| Symbol | AMED |
| SIC Code | 8082 - Services-Home Health Care Services |
| Industry | Healthcare Facilities & Services |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| KKR Asset Management LLC | | | AMEDISYS INC [AMED] | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O KKR ASSET MANAGEMENT LLC, 555 CALIFORNIA STREET, 50TH FLOOR | | | 4/1/2014 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| SAN FRANCISCO, CA 94104 | | | | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) | | | (State) | | | (Zip) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Beneficial Ownership (Instr. 4) | | | | |
|------------------------------------|----------------|---|------------------------------|--------|---|---------------|---|---|---|---------|--------|---|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price | | | |
| Common Stock | 4/1/2014 | | J | (1)(2) | 16639 | (1)(2) | A | \$14.89 | (1)(2) | 42053 | (1)(2) | I | See footnotes (1)(2)(5) |
| Common Stock | | | | | | | | | | 4794555 | (1)(2) | I | See footnotes (3)(4)(5) |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|------------------------------|---|--|--|-----|--|--------------------|---|--|---|--|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |

Explanation of Responses:

- The 42,053 shares of Common Stock (the "Shares") reported in this row were previously held by a client fund (the "Fund") for which KKR Asset Management LLC ("KAM") served as an investment advisor. Prior to April 1, 2014, approximately 60.43% of the equity of the Fund was owned by KKR Fund Holdings L.P. ("Fund Holdings"), and as a result Fund Holdings had a pecuniary interest in approximately 25,414 of the Shares, and neither Fund Holdings nor any of the Reporting Persons had any pecuniary interest in the remaining 16,639 of the Shares held by the Fund. On April 1, 2014, the Fund was liquidated and certain assets, including the Shares, were distributed-in-kind in full to a subsidiary of Fund Holdings designated by Fund Holdings based on the value of these assets at the close of business on March 31, 2014 (with other shareholders of the Fund receiving cash in lieu of these distributions-in-kind).
- Following the distribution described in footnote (1), Fund Holdings beneficially owned and had a pecuniary interest in the Shares, and the number of shares remaining in Client Accounts (as defined below) was 4,794,555.
- Represents the aggregate number of shares of Common Stock held in client accounts (the "Client Accounts") for which KAM serves as an investment advisor.
- Kohlberg Kravis Roberts & Co. L.P. is the holder of all of the outstanding equity interests in KAM. KKR Management Holdings L.P. is the general partner of Kohlberg Kravis Roberts & Co. L.P. and KKR Management Holdings Corp. is the general partner of KKR Management Holdings L.P. As a result of the relationships described in this footnote (4), each of the foregoing Reporting Persons may be deemed to have beneficial ownership of the securities held in one or more of the Client Accounts.
- KKR Group Holdings L.P. is the holder of all of the outstanding equity interests in KKR Fund Holdings GP Limited, a general partner of Fund Holdings, and is also a general partner of Fund Holdings and the sole shareholder of KKR Management Holdings Corp. and KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC. As a result of the relationships described in footnotes (4) and (5), each of the foregoing Reporting Persons may be deemed to have beneficial ownership of the securities beneficially owned by Fund Holdings and/or securities held in one or more of the Client Accounts.

Remarks:

Each Reporting Person disclaims beneficial ownership of any securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein; specifically that the Reporting Persons do not have a direct or indirect pecuniary interest in all of the accounts described in this statement. The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, any Reporting Person is the beneficial owner of any equity securities covered by this statement.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Asset Management LLC C/O KKR ASSET MANAGEMENT LLC 555 CALIFORNIA STREET, 50TH FLOOR SAN FRANCISCO, CA 94104 | | X | | |
| Kohlberg Kravis Roberts & Co. L.P. 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR Management Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR Management Holdings Corp 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR Group Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR Group Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KKR & Co. L.P. 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR Management LLC 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | | X | | |
| KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH ST NEW YORK, NY 10019 | | X | | |
| ROBERTS GEORGE R 2800 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |

Signatures

KKR ASSET MANAGEMENT LLC By: /s/ Nicole J. Macarchuk Name: Nicole J. Macarchuk Title: General Counsel

4/3/2014

**Signature of Reporting Person

Date

KOHLBERG KRAVIS ROBERTS & CO. L.P. By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William Janetschek, Chief Financial Officer

4/3/2014

**Signature of Reporting Person

Date

KKR MANAGEMENT HOLDINGS L.P. By: KKR Management Holdings Corp., its general partner By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

4/3/2014

**Signature of Reporting Person

Date

KKR MANAGEMENT HOLDINGS CORP. By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

4/3/2014

**Signature of Reporting Person

Date

KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Director

4/3/2014

**Signature of Reporting Person

Date

KKR GROUP LIMITED By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Director

4/3/2014

—Signature of Reporting Person

Date

KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

4/3/2014

—Signature of Reporting Person

Date

KKR MANAGEMENT LLC By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

4/3/2014

—Signature of Reporting Person

Date

HENRY R. KRAVIS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact

4/3/2014

—Signature of Reporting Person

Date

GEORGE R. ROBERTS By: /s/ Richard J. Kreider Name: Richard J. Kreider Title: Attorney-in-fact

4/3/2014

—Signature of Reporting Person

Date

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

* 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).

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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