

ROSOW CHRISTIANNA S

Form 4

August 22, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROSOW CHRISTIANNA S

(Last) (First) (Middle)

C/O ALLIANCE HEALTHCARE  
SERVICES, INC., 100 BAYVIEW  
CIRCLE, SUITE 400

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
Alliance HealthCare Services, Inc  
[AIQ]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/21/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Principal Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        |                                                                                                                    |                                                                      |                                         |
| Common<br>Stock                       | 08/21/2017                              |                                                             | D <sup>(1)</sup>                     | 613 <sup>(2)</sup>                                                      | \$<br>13.25                                                                                                        | 0                                                                    | D                                       |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. F<br>Der<br>Sec<br>(Ins |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                            |
| Restricted<br>Stock<br>Units                        | (2)                                                                   | 08/21/2017                              |                                                             | D(1)                                    | 356                                                                                                                | (3)                                                            | (2)                | Common<br>Stock                                                     | 356                                    | \$                         |
| Restricted<br>Stock<br>Units                        | (2)                                                                   | 08/21/2017                              |                                                             | D(1)                                    | 53                                                                                                                 | (4)                                                            | (2)                | Common<br>Stock                                                     | 53                                     | \$                         |
| Stock<br>Option<br>(right to<br>buy)                | \$ 6.93                                                               | 08/21/2017                              |                                                             | D(1)                                    | 886                                                                                                                | (5)                                                            | 03/23/2026         | Common<br>Stock                                                     | 886                                    | \$                         |
| Stock<br>Option<br>(right to<br>buy)                | \$ 7.02                                                               | 08/21/2017                              |                                                             | D(1)                                    | 130                                                                                                                | (5)                                                            | 05/21/2023         | Common<br>Stock                                                     | 130                                    | \$                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                                            | Relationships                    |
|---------------------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                           | Director 10% Owner Officer Other |
| ROSOW CHRISTIANNA S<br>C/O ALLIANCE HEALTHCARE SERVICES, INC.<br>100 BAYVIEW CIRCLE, SUITE 400<br>NEWPORT BEACH, CA 92660 | Principal Accounting Officer     |

## Signatures

Lindsay Soule, as Attorney-in-Fact for Christianna S. Rosow 08/21/2017

    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)

## Edgar Filing: ROSOW CHRISTIANNA S - Form 4

Disposed of pursuant to the closing of the transactions contemplated by that certain Agreement and Plan of Merger, dated as of April 10, 2017 by and among the Issuer, Tahoe Investment Group Co., Ltd., THAIHOT Investment Company Limited, THAIHOT Investment Company US Limited and Alliance Healthcare Services Merger Sub Limited. Each share of Issuer common stock held by the reporting person was cancelled in the merger and converted into the right to receive \$13.25 in cash per share, without interest and less any applicable withholding taxes (the "Merger Consideration").

- (2) Restricted Stock Units convert to common stock on a one to one basis upon the vesting thereof with no expiration date.

Restricted stock units were cancelled in the merger and converted into the right to receive a restricted cash award equal to (i) the number of shares of common stock subject to the restricted stock units multiplied by (ii) the Merger Consideration. The restricted cash award vests in equal amounts on March 23, 2018 and 2019, subject to continued service through each applicable vesting date.

- (3) Restricted stock units were cancelled in the merger and converted into the right to receive a restricted cash award equal to (i) the number of shares of common stock subject to the restricted stock units multiplied by (ii) the Merger Consideration. The restricted cash award vests in equal amounts on March 25, 2018 and 2019, subject to continued service through each applicable vesting date.

- (4) Options were cancelled in the merger and converted into the right to receive an amount in cash determined by multiplying (i) the excess of the Merger Consideration over the option exercise price of such option by (ii) the number of shares of common stock subject to such option.

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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