

Eos Capital Partners III L P
 Form 4
 November 29, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Eos Capital Partners III L P

2. Issuer Name and Ticker or Trading Symbol
 Addus HomeCare Corp [ADUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 437 MADISON AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/27/2018

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 11/27/2018 | | S | 254,520 D | \$ 72 (1) 2,457,118 (2) | D (2) | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 11/27/2018 | | S | 16,140 D | \$ 73.23 (3) 2,440,978 (2) | D (2) | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 11/27/2018 | | S | 78,915 D | \$ 74.31 (4) 2,362,063 (2) | D (2) | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 11/27/2018 | | S | 2,825 D | \$ 75.21 (5) 2,359,238 (2) | D (2) | Indirect Beneficial Ownership (Instr. 4) |

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| | | | | | | | |
|--------------|------------|---|---------|---|------------|--------------------------|---------------------------------|
| Common Stock | 11/28/2018 | S | 185,417 | D | \$ 72.19 | 2,173,821 ⁽²⁾ | D ⁽²⁾ |
| | | | | | <u>(6)</u> | | |
| Common Stock | 11/28/2018 | S | 2,183 | D | \$ 73.08 | 2,171,638 ⁽²⁾ | D ⁽²⁾ ⁽⁸⁾ |
| | | | | | <u>(7)</u> | | |

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

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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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Eos Capital Partners III L P 437 MADISON AVE. NEW YORK, NY 10022 | | X | | |
| Eos Partners SBIC III, L.P. 437 MADISON AVE. NEW YORK, NY 10022 | | X | | |
| ECP General III, L.P. 437 MADISON AVE. NEW YORK, NY 10022 | | X | | |
| ECP HELIOS PARTNERS III, L.P. 437 MADISON AVE. NEW YORK, NY 10022 | | X | | |

Signatures

/s/ Beth Bernstein, Attorney in Fact for EOS CAPITAL PARTNERS III, L.P., ECP HELIOS PARTNERS III, L.P., ECP GENERAL III, L.P. and EOS PARTNERS SBIC III, L.P.

11/29/2018

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.00 to \$72.54, inclusive. The reporting person undertakes to provide to Addus HomeCare Corporation, any security holder of Addus HomeCare Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (3), (4), (5), (6) and (7) to this Form 4.

(2) Represents shares of common stock held by ECP Helios Partners III, L.P. ("Helios III"), ECP General III, L.P. ("General III") and Eos Partners SBIC III, L.P. ("SBIC III"). Eos Hyperion GP, LLC is the general partner of Helios III. Eos General, L.L.C. is the general partner of Eos Partners, L.P., which is the sole member of Eos SBIC General III, L.L.C., the general partner of SBIC III. Because each of these funds are ultimately under common management that shares the power to direct the voting and disposition of the shares, each of these entities may be deemed to share beneficial ownership of the shares owned by the others. Each of these entities disclaims this beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the shares for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.00 to \$73.88, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.00 to \$74.99, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.00 to \$75.77, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.00 to \$72.91, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.00 to \$73.25, inclusive.

(8) Following the reported transactions, 795,556 shares are held by Helios III, 708,538 shares are held by General III and 667,544 shares are held by SBIC III.

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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