

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

NIERENBERG DAVID  
Form SC 13D/A  
October 23, 2002

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2 )\*

-----  
AMEDISYS, INC.

-----  
(Name of Issuer)

-----  
COMMON

-----  
(Title of Class of Securities)

023436108

-----  
(CUSIP Number)

David Nierenberg, The D3 Family Fund, 19605 NE 8th St., Camas, WA 98607  
(360) 604-8600

-----  
(Name, Address and Telephone Number  
of Person Authorized to Receive  
Notices and Communications)

10/22/02

-----  
(Date of Event which Requires  
Filing of this Statement)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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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SCHEDULE 13D

CUSIP No. 023436108

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1) NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The D3 Family Fund, L.P. (David Nierenberg is President of the General Partner, which is Nierenberg Investment Management Company, Inc.)

- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)  [ X ]  
(b)  [ ]

3) SEC USE ONLY

4) SOURCE OF FUNDS

WC

- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7) SOLE VOTING POWER  
NUMBER OF 912,000 (10.1%)  
SHARES

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH 0

9) SOLE DISPOSITIVE POWER  
REPORTING PERSON 912,000

10) SHARED DISPOSITIVE POWER  
WITH 0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Aggregate amount owned is 979,000 shares (10.8%)

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*  [ ]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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10.8%

14) TYPE OF REPORTING PERSON\*

PN

SCHEDULE 13D

CUSIP No. 023436108

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Haredale, Ltd.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ X ]  
(b) [ ]

3) SEC USE ONLY

4) SOURCE OF FUNDS

WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

6) CITIZENSHIP OR PLACE OF ORGANIZATION

The Bahamas

7) SOLE VOTING POWER  
NUMBER OF  
SHARES

24,500 (0.3%)

8) SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY  
EACH

0

9) SOLE DISPOSITIVE POWER  
REPORTING  
PERSON

24,500

10) SHARED DISPOSITIVE POWER  
WITH

0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Aggregate amount owned is 979,000 shares (10.8%)

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12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* [ ]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.8%

14) TYPE OF REPORTING PERSON\*  
CO

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Olivier Roux

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ X ]  
(b) [ ]

3) SEC USE ONLY

4) SOURCE OF FUNDS  
WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
French citizen resident in United Kingdom

7) SOLE VOTING POWER  
NUMBER OF 10,000 (0.1%)  
SHARES

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH 0

9) SOLE DISPOSITIVE POWER  
REPORTING 10,000

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PERSON -----  
WITH 10) SHARED DISPOSITIVE POWER  
0  
-----  
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Aggregate amount owned is 979,000 shares (10.8%)  
-----  
12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* [ ]  
-----  
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.8%  
-----  
14) TYPE OF REPORTING PERSON\*  
IN  
-----

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
James Henry Hildebrandt  
-----  
2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ X ]  
(b) [ ]  
-----  
3) SEC USE ONLY  
-----  
4) SOURCE OF FUNDS  
WC  
-----  
5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]  
-----  
6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Canadian citizen resident in Hong Kong  
-----  
7) SOLE VOTING POWER  
NUMBER OF 7,000 (0.1%)

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SHARES -----  
BENEFICIALLY 8) SHARED VOTING POWER  
OWNED BY 0  
-----  
EACH 9) SOLE DISPOSITIVE POWER  
REPORTING 7,000  
PERSON -----  
WITH 10) SHARED DISPOSITIVE POWER  
0  
-----

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
Aggregate amount owned is 979,000 shares (10.8%)  
-----

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* [ ]  
-----

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.8%  
-----

14) TYPE OF REPORTING PERSON\*  
IN  
-----

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Toxford Corporation  
-----

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ X ]  
(b) [ ]  
-----

3) SEC USE ONLY  
-----

4) SOURCE OF FUNDS  
WC  
-----

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

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6) CITIZENSHIP OR PLACE OF ORGANIZATION

Channel Islands, British Isles

7) SOLE VOTING POWER

NUMBER OF  
SHARES 4,000 (0.0%)

8) SHARED VOTING POWER

OWNED BY 0

9) SOLE DISPOSITIVE POWER

REPORTING  
PERSON 4,000

10) SHARED DISPOSITIVE POWER

0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Aggregate amount owned is 979,000 shares (10.8%)

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

[ ]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.8%

14) TYPE OF REPORTING PERSON\*

CO

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Henry E. Hooper

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ X ]  
(b) [ ]

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3) SEC USE ONLY

4) SOURCE OF FUNDS

WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7) SOLE VOTING POWER  
NUMBER OF  
SHARES 1,500 (0.0%)

8) SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY EACH 0

9) SOLE DISPOSITIVE POWER  
REPORTING  
PERSON 1,500

10) SHARED DISPOSITIVE POWER  
WITH 0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Aggregate amount owned is 979,000 shares (10.8%)

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

[ ]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.8%

14) TYPE OF REPORTING PERSON\*

IN

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14) TYPE OF REPORTING PERSON\*

IN

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1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The David and Patricia Nierenberg 1993 Irrevocable Trust,  
Lawrence K. Orr, Trustee, June 11, 1993

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ X ]  
(b) [ ]

3) SEC USE ONLY

4) SOURCE OF FUNDS

WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

6) CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7) SOLE VOTING POWER  
NUMBER OF  
SHARES 10,000 (0.1%)

8) SHARED VOTING POWER  
BENEFICIALLY OWNED BY  
EACH 0

9) SOLE DISPOSITIVE POWER  
REPORTING PERSON 10,000

10) SHARED DISPOSITIVE POWER  
WITH 0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Aggregate amount owned is 979,000 shares (10.8%)

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12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* [ ]

-----  
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.8%  
-----

14) TYPE OF REPORTING PERSON\*

OO (Irrevocable trust)  
-----

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),  
11100 Mead Road, Suite 300,  
Baton Rouge, LA 70816

Item 2. Identity and Background

The D3 Family Fund, L.P., a Washington State limited partnership, whose principal business is investing in domestic micro-cap public equities. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in Item 2(d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its partners. Aggregate amount invested by D3 in AMED is \$6,437,700.

Item 4. Purpose of Transaction

We have modified the objective of our investment in Amedisys from passive investment to a more active role in helping the company build the capabilities and resources required to exploit fully the market opportunities available to it. In September, 2002, we wrote to the board of directors making suggestions about governance, profitability, and financial public relations. We continue to address these topics with members of the board, with management, and with other shareholders of the company. We believe that recent concerns about reimbursement rates have driven the share price to an extremely undervalued level.

Item 5. Interest in Securities of the Issuer

(a,b) D3 owns and has sole voting power over 820,000 AMED shares.

(c) D3's transactions in the last 60 days:

Date	# of shares	Price paid
10/21/02	79,000	\$5.92
10/22	13,000	5.83

(d) N/A

(e) N/A

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

N/A

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

October 22, 2002

-----

Date

/s/DAVID NIERENBERG

-----

David Nierenberg  
President

Nierenberg Investment Management  
Company, Inc., the General Partner  
of The D3 Family Fund, L.P.

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),  
11100 Mead Road, Suite 300,  
Baton Rouge, LA 70816

Item 2. Identity and Background

- (a) Haredale Ltd., a Bahamian corporation.
- (b) P.O. Box N-4465, Nassau, New Providence, The Bahamas.
- (c) Haredale is in the investment business at the address above.
- (d) None
- (e) None
- (f) The Bahamas.

Item 3. Source and Amount of Funds or Other Consideration

Haredale owns, and Mr. Nierenberg has sole voting and dispositive power over, its 24,500 shares.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

- (a,b) Haredale owns, and Mr. Nierenberg has sole voting and dispositive power over, its 24,500 shares.

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- (c) N/A
- (d) N/A
- (e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Haredale pays Mr. Nierenberg an annual management fee and a share of its net profits for his personal management of its account.

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

October 22, 2002  
-----  
Date

/s/DAVID NIERENBERG  
-----  
David Nierenberg  
Authorized to trade for  
Haredale, Ltd.

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),  
11100 Mead Road, Suite 300,  
Baton Rouge, LA 70816

Item 2. Identity and Background

- (a) Olivier Roux, a French citizen resident in the United Kingdom.
- (b) Talisman Management Ltd., 37 Ixworth Place, London SW3, England.
- (c) Mr. Roux is a management consultant.
- (d) None
- (e) None
- (f) A French citizen resident in the United Kingdom.

Item 3. Source and Amount of Funds or Other Consideration

Mr. Roux owns, and Mr. Nierenberg has sole voting and dispositive power over, his 10,000 AMED shares.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

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(a,b) Mr. Roux owns, and Mr. Nierenberg has sole voting and dispositive power over, his 10,000 AMED shares.

(c) N/A

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Mr. Roux pays Mr. Nierenberg an annual management fee and a share of its net profits for his personal management of Mr. Roux's account.

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

October 22, 2002

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Date

/s/DAVID NIERENBERG

-----

David Nierenberg  
Authorized to trade for  
Olivier Roux

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),  
11100 Mead Road, Suite 300,  
Baton Rouge, LA 70816

Item 2. Identity and Background

(a) James Henry Hildebrandt a Canadian citizen resident in Hong Kong.

(b) c/o Bain & Company, Tenth Floor, One Pacific Place, 88 Queensway, Hong Kong.

(c) Mr. Hildebrandt is a management consultant.

(d) None

(e) None

(f) A Canadian citizen resident in Hong Kong.

Item 3. Source and Amount of Funds or Other Consideration

Mr. Hildebrandt owns, and Mr. Nierenberg has sole voting and dispositive power over, his 7,000 AMED shares.

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Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

(a,b) Mr. Hildebrandt owns, and Mr. Nierenberg has sole voting and dispositive power over, his 7,000 AMED shares.

(c) N/A

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Mr. Hildebrandt pays Mr. Nierenberg an annual management fee and a share of its net profits for his personal management of his account.

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

October 22, 2002

-----

Date

/s/DAVID NIERENBERG

-----

David Nierenberg  
Authorized to trade for  
John Henry Hildebrandt

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),  
11100 Mead Road, Suite 300,  
Baton Rouge, LA 70816

Item 2. Identity and Background

(a) Toxford Corporation, a Channel Islands corporation.

(b) P.O. Box 3048, St. Andrews House, Le Bordage, St. Peter Port, Guernsey, Channel Islands, British Isles.

(c) Toxford Corporation is in the investment business.

(d) None

(e) None

(f) Channel Islands, British Isles.

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Item 3. Source and Amount of Funds or Other Consideration

Toxford Corporation owns, and Mr. Nierenberg has sole voting and dispositive power over, its 4,000 AMED shares.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

(a,b) Toxford Corporation owns, and Mr. Nierenberg has sole voting and dispositive power over, its 4,000 AMED shares.

(c) N/A

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Toxford Corporation pays Mr. Nierenberg an annual management fee and a share of its net profits for his personal management of its account.

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

October 22, 2002

-----

Date

/s/DAVID NIERENBERG

-----

David Nierenberg  
Authorized to trade for  
Toxford Corporation

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),  
11100 Mead Road, Suite 300,  
Baton Rouge, LA 70816

Item 2. Identity and Background

(a) Henry Hooper, a United States Citizen.

(b) 2900 SE 149th Court, Vancouver, WA 98783.

(c) Mr. Hooper is a General Partner of the D3 Family Fund, LP.

(d) No convictions or administrative proceedings as described in Items

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2(d) and (e).

(e) None.

(f) United States, resident of Washington State.

Item 3. Source and Amount of Funds or Other Consideration

Mr. Hooper has sole voting and dispositive power over, his 1,500 AMED shares.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

(a,b) Mr. Hooper has sole voting and dispositive power over, his 1,500 AMED shares.

(c) N/A

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

N/A

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

October 22, 2002

-----

Date

/s/DAVID NIERENBERG

-----

David Nierenberg  
President

Nierenberg Investment Management  
Company, Inc., the General Partner  
of The D3 Family Fund, L.P.

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Item 1. Security and Issuer

Common stock of Amedisys, Inc. (AMED),  
11100 Mead Road, Suite 300,  
Baton Rouge, LA 70816

Item 2. Identity and Background

(a) Florence Cies, an American Citizen.

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- (b) 3300 Narvaez, #26, San Jose, California 95136
- (c) Cies is retired.
- (d) None
- (e) None
- (f) American

Item 3. Source and Amount of Funds or Other Consideration

Cies owns, and Mr. Nierenberg has sole voting and dispositive power over, her 10,000 AMED shares.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

(a,b) Cies owns, and Mr. Nierenberg has sole voting and dispositive power over, her 10,000 AMED shares.

(c) Transactions in the last 60 days:

Date	# of shares	Price paid
8/13/02	10,000	\$7.20

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

N/A

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

October 22, 2002  
-----

Date

/s/DAVID NIERENBERG  
-----  
David Nierenberg  
Authorized to trade for  
Florence Cies

Item 1. Security and Issuer

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Common stock of Amedisys, Inc. (AMED),  
11100 Mead Road, Suite 300,  
Baton Rouge, LA 70816

Item 2. Identity and Background

- (a) The David and Patricia Nierenberg 1993 Irrevocable Trust, Lawrence K. Orr, Trustee, June 11, 1993
- (b) Lawrence K. Orr, Trinity Ventures, 3000 Sand Hill Rd., Bldg. 4, Suite 160, Menlo Park, CA 94025.
- (c) This is an irrevocable trust for the benefit of the Nierenberg children.
- (d) None
- (e) None
- (f) A California trust.

Item 3. Source and Amount of Funds or Other Consideration

Mr. Orr has sole voting and dispositive power over the trust's 11,000 AMED shares.

Item 4. Purpose of Transaction

See Item 4., page 10.

Item 5. Interest in Securities of the Issuer

(a,b) Mr. Orr has sole voting and dispositive power over the trust's 11,000 AMED shares.

(c) Transactions in the last 60 days:

Date	# of shares	Price paid
8/13/02	10,000	\$7.02

- (d) N/A
- (e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

N/A

Item 7. Material to be Filed as Exhibits

N/A

Signature

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.

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October 22, 2002

-----

Date

/s/DAVID NIERENBERG

-----

David Nierenberg  
Authorized to trade for  
The Nierenberg Family 1993 Trust