

AMEDISYS INC
Form SC 13D/A
October 23, 2013

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

SCHEDULE 13D

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

AMEDISYS, INC.

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

023436108

(CUSIP Number)

David J. Sorkin, Esq.

Kohlberg Kravis Roberts & Co. L.P.

9 West 57th Street, Suite 4200

New York, NY 10019

(212) 750-8300

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

October 14, 2013

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons Spruce Investors Limited	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Cayman Islands	
7	Sole Voting Power 1,697,786	
8	Shared Voting Power 0	
9	Sole Dispositive Power 1,697,786	
10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,697,786	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 5.3%	
14	Type of Reporting Person (See Instructions) CO	

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons Spruce Holdings Limited	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Cayman Islands	
7	Sole Voting Power 1,697,786	
8	Shared Voting Power 0	
9	Sole Dispositive Power 1,697,786	
10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,697,786	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 5.3%	
14	Type of Reporting Person (See Instructions) CO	

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons KKR Special Situations (Offshore) Fund L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power 1,697,786
8	Shared Voting Power 0
9	Sole Dispositive Power 1,697,786
10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,697,786
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 5.3%
14	Type of Reporting Person (See Instructions) PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

- | | |
|----|-------------------------------------------------------------------------------------------------------------------------------|
| 1 | Names of Reporting Persons
KKR Special Situations (Domestic) Fund L.P. |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds (See Instructions)
OO |
| 5 | Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Cayman Islands |
| 7 | Sole Voting Power
1,697,786 |
| 8 | Shared Voting Power
0 |
| 9 | Sole Dispositive Power
1,697,786 |
| 10 | Shared Dispositive Power
0 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
1,697,786 |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
5.3% |
| 14 | Type of Reporting Person (See Instructions)
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

- | | | |
|----|--------------------------------------------------------------------------------------|---|
| 1 | Names of Reporting Persons
KKR Special Situations (Offshore) Limited | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | o |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions)
OO | |
| 5 | Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization
Cayman Islands | |
| 7 | Sole Voting Power
1,697,786 | |
| 8 | Shared Voting Power
0 | |
| 9 | Sole Dispositive Power
1,697,786 | |
| 10 | Shared Dispositive Power
0 | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
1,697,786 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | o |
| 13 | Percent of Class Represented by Amount in Row (11)
5.3% | |
| 14 | Type of Reporting Person (See Instructions)
CO | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

- | | | |
|----|--------------------------------------------------------------------------------------|---|
| 1 | Names of Reporting Persons
KKR Special Situations (Domestic) Limited | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | o |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions)
OO | |
| 5 | Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization
Cayman Islands | |
| 7 | Sole Voting Power
1,697,786 | |
| 8 | Shared Voting Power
0 | |
| 9 | Sole Dispositive Power
1,697,786 | |
| 10 | Shared Dispositive Power
0 | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
1,697,786 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | o |
| 13 | Percent of Class Represented by Amount in Row (11)
5.3% | |
| 14 | Type of Reporting Person (See Instructions)
CO | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons KKR Fund Holdings L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Cayman Islands	
7	Sole Voting Power 1,697,786	
8	Shared Voting Power 0	
9	Sole Dispositive Power 1,697,786	
10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,697,786	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 5.3%	
14	Type of Reporting Person (See Instructions) PN	

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons KKR Fund Holdings GP Limited
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power 1,697,786
8	Shared Voting Power 0
9	Sole Dispositive Power 1,697,786
10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,697,786
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 5.3%
14	Type of Reporting Person (See Instructions) CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons KAM Fund Advisors LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Delaware	
7	Sole Voting Power 1,698,695	
8	Shared Voting Power 0	
9	Sole Dispositive Power 1,698,695	
10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,698,695	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 5.3%	
14	Type of Reporting Person (See Instructions) IA	

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons KKR Asset Management LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Delaware	
7	Sole Voting Power 3,435,000	
8	Shared Voting Power 0	
9	Sole Dispositive Power 3,435,000	
10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,435,000	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 10.7%	
14	Type of Reporting Person (See Instructions) IA	

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons Kohlberg Kravis Roberts & Co. L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Delaware	
7	Sole Voting Power 3,435,000	
8	Shared Voting Power 0	
9	Sole Dispositive Power 3,435,000	
10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,435,000	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 10.7%	
14	Type of Reporting Person (See Instructions) PN	

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons KKR Management Holdings L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Delaware	
7	Sole Voting Power 3,435,000	
8	Shared Voting Power 0	
9	Sole Dispositive Power 3,435,000	
10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,435,000	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 10.7%	
14	Type of Reporting Person (See Instructions) PN	

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons KKR Management Holdings Corp.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Delaware	
7	Sole Voting Power 3,435,000	
8	Shared Voting Power 0	
9	Sole Dispositive Power 3,435,000	
10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,435,000	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 10.7%	
14	Type of Reporting Person (See Instructions) CO	

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons KKR Group Holdings L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Cayman Islands	
7	Sole Voting Power 3,435,000	
8	Shared Voting Power 0	
9	Sole Dispositive Power 3,435,000	
10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,435,000	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 10.7%	
14	Type of Reporting Person (See Instructions) PN	

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons KKR Group Limited	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization Cayman Islands	
	7	Sole Voting Power 3,435,000
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 0
	9	Sole Dispositive Power 3,435,000
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,435,000	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 10.7%	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

CUSIP No. 023436108

- | | | |
|----|--------------------------------------------------------------------------------------|---|
| 1 | Names of Reporting Persons
KKR & Co. L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | o |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions)
OO | |
| 5 | Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization
Delaware | |
| 7 | Sole Voting Power
3,435,000 | |
| 8 | Shared Voting Power
0 | |
| 9 | Sole Dispositive Power
3,435,000 | |
| 10 | Shared Dispositive Power
0 | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
3,435,000 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | o |
| 13 | Percent of Class Represented by Amount in Row (11)
10.7% | |
| 14 | Type of Reporting Person (See Instructions)
PN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

SCHEDULE 13D

CUSIP No. 023436108

- | | | |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------|
| 1 | Names of Reporting Persons
KKR Management LLC | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | o |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions)
OO | |
| 5 | Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization
Delaware | |
| | 7 | Sole Voting Power
3,435,000 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
0 |
| | 9 | Sole Dispositive Power
3,435,000 |
| | 10 | Shared Dispositive Power
0 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
3,435,000 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | o |
| 13 | Percent of Class Represented by Amount in Row (11)
10.7% | |
| 14 | Type of Reporting Person (See Instructions)
OO | |

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons Henry R. Kravis	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization United States	
	7	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 3,435,000
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 3,435,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,435,000	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 10.7%	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

CUSIP No. 023436108

1	Names of Reporting Persons George R. Roberts	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization United States	
	7	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 3,435,000
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 3,435,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,435,000	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	o
13	Percent of Class Represented by Amount in Row (11) 10.7%	
14	Type of Reporting Person (See Instructions) IN	

This Amendment No. 2 to the Schedule 13D (this Amendment No. 2) filed by the Reporting Persons (as defined below) relates to the addition of the Additional Reporting Person (as defined below) to this Schedule 13D as the result of the acquisition of shares of Common Stock, par value \$0.001 per share (the Common Stock), of Amedisys, Inc. (the Issuer) by the Additional Reporting Persons since the date of the Statement on Schedule 13D/A filed on October 11, 2013 (the Amendment No. 1). This Amendment No. 2 amends and supplements the Schedule 13D filed on August 8, 2013 (as amended by the Amendment No.1 and this Amendment No. 2, this Schedule 13D), filed with respect to the Common Stock of the Issuer. Except as otherwise specified in this Amendment No. 2, all previous Items are unchanged. Unless otherwise indicated herein, capitalized terms used but not defined in this Amendment No. 2 shall have the same meanings herein as are ascribed to such terms in the Schedule 13D.

Item 2. Identity and Background

Item 2 is hereby amended and restated in its entirety as follows:

(a), (f) This statement on Schedule 13D is being filed pursuant to Rule 13d-1(a) under the Securities Exchange Act of 1934, as amended, by:

- (i) Spruce Investors Limited, a Cayman Islands limited company (Spruce Investors)
- (ii) Spruce Holdings Limited, a Cayman Islands limited company (Spruce Holdings)
- (iii) KKR Special Situations (Offshore) Fund L.P., a Cayman Islands limited partnership (Offshore LP)
- (iv) KKR Special Situations (Domestic) Fund L.P., a Cayman Islands limited partnership (Domestic LP)
- (v) KKR Special Situations (Domestic) Limited, a Cayman Islands limited company (Domestic Limited)
- (vi) KKR Special Situations (Offshore) Limited, a Cayman Islands limited company (Offshore Limited)
- (vii) KKR Fund Holdings L.P., a Cayman Islands limited partnership (KKR Fund Holdings)
- (viii) KKR Fund Holdings GP Limited, a Cayman Islands limited company (KKR Fund Holdings GP)
- (ix) KAM Fund Advisors LLC, a Delaware limited liability company (KAM Fund Advisors) and collectively with the entities listed in items (i) through (viii), referred to herein as the Additional Reporting Persons)
- (x) KKR Asset Management LLC, a Delaware limited liability company (KAM);
- (xi) Kohlberg Kravis Roberts & Co. L.P., a Delaware limited partnership (Kohlberg Kravis Roberts & Co.);
- (xii) KKR Management Holdings L.P., a Delaware limited partnership (KKR Management Holdings);
- (xiii) KKR Management Holdings Corp., a Delaware corporation (KKR Management Holdings Corp.);
- (xiv) KKR Group Holdings L.P., a Cayman Islands limited partnership (KKR Group Holdings);

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- (xv) KKR Group Limited, a Cayman Islands limited company (KKR Group);
- (xvi) KKR & Co. L.P., a Delaware limited partnership (KKR & Co.);
- (xvii) KKR Management LLC, a Delaware limited liability company (KKR Management);
- (xviii) Henry R. Kravis, a United States citizen; and
- (xix) George R. Roberts, a United States citizen (the entities and persons listed in items (i) through (xix) are collectively referred to herein as the Reporting Persons).

Spruce Holdings and Domestic LP are the owners of Spruce Investors, and Offshore LP is the sole owner of Spruce Holdings. Domestic Limited is the general partner of Domestic LP and Offshore Limited is the general partner of Offshore LP. KKR Management Holdings is the sole owner of Domestic Limited and KKR Fund Holdings is the sole owner of Offshore Limited. KAM Fund Advisors is an investment advisor to Domestic LP and Offshore LP. KAM is the sole owner of KAM Fund Advisors.

Kohlberg Kravis Roberts & Co. is the holder of all of the outstanding equity interests in KAM. KKR Management Holdings is the general partner of Kohlberg Kravis Roberts & Co. and KKR Management Holdings Corp. is the general partner of KKR Management Holdings. KKR Fund Holdings GP is the general partner of KKR Fund Holdings. KKR Group Holdings is the sole shareholder of KKR Management Holdings Corp. and KKR Fund Holdings GP. KKR Group is the general partner of KKR Group Holdings. KKR & Co. is the sole shareholder of KKR Group. KKR Management is the general partner of KKR & Co. Messrs. Kravis and Roberts are the designated members of KKR Management.

The executive officers of KAM are Craig J. Farr (Head of KAM), Michael R. McFerran (Chief Financial Officer of KAM) and Nicole J. Macarchuk (General Counsel of KAM) and Ms. Macarchuk and Mr. McFerran are directors of Spruce Investors, Spruce Holdings, Domestic Limited, and Offshore Limited. Each of Messrs. Todd A. Fisher, William J. Janetschek and David J. Sorkin is a director of KKR Management Holdings Corp., KKR Fund Holdings GP and KKR Group.

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Each of Messrs. Fisher, Janetschek, Sorkin, Farr and McFerran and Ms. Macarchuk is a United States citizen.

The Reporting Persons have entered into a joint filing agreement, dated as of October 22, 2013, a copy of which is attached hereto as Exhibit A.

(b) The address of the principal business office of Offshore Limited, Domestic Limited, Kohlberg Kravis Roberts & Co., KKR Management Holdings, KKR Management Holdings Corp., KKR Fund Holdings, KKR Fund Holdings GP, KKR Group Holdings, KKR Group, KKR & Co., KKR Management and Messrs. Kravis, Fisher, Janetschek and Sorkin is:

c/o Kohlberg Kravis Roberts & Co. L.P.

9 West 57th Street, Suite 4200

New York, NY 10019

The address of the principal business office of Mr. Roberts is:

c/o Kohlberg Kravis Roberts & Co. L.P.

2800 Sand Hill Road, Suite 200

Menlo Park, CA 94025

The address of the principal business office of KAM, Spruce Investors, Spruce Holdings, Offshore LP, Domestic LP, KAM Fund Advisors, Messrs, Farr and McFerran and Ms. Macarchuk is:

c/o KKR Asset Management LLC

555 California Street, 50th Floor

San Francisco, CA 94104

(c) Each of Kohlberg, Kravis, Roberts & Co., KKR Management Holdings, KKR Management Holdings Corp., KKR Group Holdings, KKR Group, KKR & Co. and KKR Management is principally engaged as a holding company for subsidiaries engaged in the investment management business.

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Spruce Investors, Domestic LP and Offshore LP are principally engaged in the business of investing in securities. Spruce Holdings is principally engaged as a holding company for Spruce Investors, Domestic Limited and Offshore Limited are principally engaged as general partners of Domestic LP and Offshore LP, respectively. KAM Fund Advisors and KAM are principally engaged in the investment management business.

The present principal occupation or employment of each of Messrs. Kravis, Roberts, Fisher, Janetschek, Sorkin, Farr and McFerran and Ms. Macarchuk is as an executive of Kohlberg Kravis Roberts & Co. L.P. and/or one or more of its affiliates.

(d) During the last five years, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the other persons named in this Item 2, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the other persons named in this Item 2, has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated in its entirety as follows:

KAM acts, through its subsidiaries including KAM Fund Advisors, as an investment advisor for a number of client accounts, including Spruce Investors, which client accounts purchased the securities reported herein as beneficially owned for a total purchase price of \$43,714,584. The source of funds for such transactions was cash available in the client accounts.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety to read as follows:

(a)-(b) As an investment advisor to a number of client accounts, as of October 22, 2013, KAM may be deemed to have the power to vote or direct the vote of (and the power to dispose or direct the disposition of) 3,435,000 shares of Common Stock (the Total Reported Shares), which represents approximately 10.7% of the Common Stock outstanding, based on 32,181,300 shares of Common Stock outstanding as of July 26, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on July 31, 2013.

As of October 22, 2013, Spruce Investors has directly acquired, and may be deemed to have the power to vote or direct the vote of (and the power to dispose or direct the disposition of) 1,697,786 shares of Common Stock (which, for the avoidance of doubt, are included in the Total Reported Shares), which represents approximately 5.3% of the Common Stock outstanding. In addition, as an investment advisor to Spruce Investors and one other client, KAM Fund Advisors, a direct wholly-owned subsidiary of KAM, may be deemed to have the power to vote or direct the vote of (and the power to dispose or direct the disposition of) a total of 1,698,695 shares of Common Stock (which, for the avoidance of doubt, are included in the Total Reported Shares), which represents approximately 5.3% of the Common Stock outstanding.

Each of Kohlberg Kravis Roberts & Co. (as the holder of all of the outstanding equity interests in KAM), Spruce Holdings and Domestic LP (as the holders of all of the outstanding equity interests of Spruce Investors), Offshore LP (as the holder of all of the outstanding equity interests of Spruce Holdings), Domestic Limited (as the general partner of Domestic LP), Offshore Limited (as the general partner of Offshore LP), KKR Fund Holdings (as the holder of all of the outstanding equity interests of Offshore Limited), KKR Fund Holdings GP (as a general partner of KKR Fund Holdings), KKR Management Holdings (as the holder of all of the outstanding equity interests of Domestic Limited and the general partner of Kohlberg Kravis Roberts & Co.), KKR Management Holdings Corp. (as the general partner of KKR Management Holdings), KKR Group Holdings (as the holder of all of the outstanding equity interests in KKR Fund Holdings GP, a general partner of KKR Fund Holdings, and the sole shareholder of KKR Management Holdings Corp.), KKR Group (as the general partner of KKR Group Holdings), KKR & Co. (as the sole shareholder of KKR Group), KKR Management (as the general partner of KKR & Co.) and Messrs. Kravis and Roberts (as the designated members of KKR Management) may also be deemed to beneficially own some or all of the shares of Common Stock owned by the client accounts and reported herein. None of Messrs. Fisher, Janetschek, Sorkin, Farr or McFerran or Ms. Macarchuk beneficially owns any shares of Common Stock. The filing of this Schedule 13D shall not be construed as an admission that any person listed in Item 2 or this Item 5 is the beneficial owner of any securities covered by this statement.

(c) The accounts over which KAM exercises investment control acquired a total of 319,100 shares of Common Stock in open market purchases on NASDAQ Global Select Market since the date of the Amendment No 1. as follows:

Date	Shares of Common Stock Purchased	Weighted Average Purchase Price
October 11, 2013	18,372	\$ 18.0000
October 14, 2013	65,728	\$ 17.8659
October 15, 2013	36,335	\$ 17.9572
October 17, 2013	9,952	\$ 17.9564
October 18, 2013	2,700	\$ 17.9076
October 21, 2013	106,387	\$ 17.4007
October 22, 2013	79,626	\$ 17.7489

(d) The disclosure in Item 3 and Item 4 is incorporated herein by reference.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit A of Item 7 is hereby amended and restated as follows:

Exhibit A Joint Filing Agreement, dated as of October 23, 2013, by and among the Reporting Persons

SIGNATURES

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 23, 2013

SPRUCE INVESTORS LIMITED

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: Authorized Signatory

SPRUCE HOLDINGS LIMITED

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: Authorized Signatory

KKR SPECIAL SITUATIONS (OFFSHORE) FUND L.P.

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: Authorized Signatory

KKR SPECIAL SITUATIONS (DOMESTIC) FUND L.P.

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: Authorized Signatory

KKR SPECIAL SITUATIONS (OFFSHORE) LIMITED

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: Authorized Signatory

KKR SPECIAL SITUATIONS (DOMESTIC) LIMITED

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: Authorized Signatory

KKR FUND HOLDINGS L.P.

By: KKR Fund Holdings GP Limited, a general partner

By: /s/ Richard J. Kreider
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Director

KKR FUND HOLDINGS GP LIMITED

By: /s/ Richard J. Kreider
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Director

KAM FUND ADVISORS LLC

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: Authorized Signatory

KKR ASSET MANAGEMENT LLC

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: General Counsel

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

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

KKR MANAGEMENT HOLDINGS CORP.

By: /s/ Richard J. Kreider
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

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

KKR GROUP LIMITED

By: /s/ Richard J. Kreider
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Director

CUSIP No. 023436108

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

KKR MANAGEMENT LLC

By: /s/ Richard J. Kreider
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer

HENRY R. KRAVIS

By: /s/ Richard J. Kreider
Name: Richard J. Kreider

Title: Attorney-in-fact

GEORGE R. ROBERTS

By: /s/ Richard J. Kreider
Name: Richard J. Kreider

Title: Attorney-in-fact

EXHIBIT LIST

Exhibit A Joint Filing Agreement, dated as of October 23, 2013, by and among the Reporting Persons

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13D filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of common stock, par value \$0.001 per share of Amedisys, Inc., is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below that is named as a reporting person in such filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: October 23, 2013

SPRUCE INVESTORS LIMITED

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: Authorized Signatory

SPRUCE HOLDINGS LIMITED

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

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Title: Authorized Signatory

KKR SPECIAL SITUATIONS (OFFSHORE) LIMITED

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Title: Authorized Signatory

KKR SPECIAL SITUATIONS (DOMESTIC) LIMITED

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By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: Authorized Signatory

KKR FUND HOLDINGS L.P.

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By: /s/ Richard J. Kreider
Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Director

KKR FUND HOLDINGS GP LIMITED

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Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Director

KAM FUND ADVISORS LLC

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: Authorized Signatory

KKR ASSET MANAGEMENT LLC

By: /s/ Nicole J. Macarchuk
Name: Nicole J. Macarchuk

Title: General Counsel

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

KKR MANAGEMENT HOLDINGS L.P.

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By: /s/ Richard J. Kreider
Name: Richard J. Kreider

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KKR MANAGEMENT HOLDINGS CORP.

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KKR GROUP LIMITED

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Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek, Director

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KKR & CO. L.P.

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By: /s/ Richard J. Kreider
Name: Richard J. Kreider

Title: Attorney-in-fact
