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## Section 1: 10-Q (FORM 10-Q)

[Table of Contents](#)

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

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**FORM 10-Q**

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(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2016

or

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-24260

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**AMEDISYS, INC.**

(Exact Name of Registrant as Specified in its Charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

11-3131700  
(I.R.S. Employer  
Identification No.)

3854 American Way, Suite A, Baton Rouge, LA 70816  
(Address of principal executive offices, including zip code)

(225) 292-2031 or (800) 467-2662  
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of

1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date, is as follows: Common stock, \$0.001 par value, 33,547,460 shares outstanding as of July 29, 2016.

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[Table of Contents](#)

**TABLE OF CONTENTS**

<a href="#">SPECIAL CAUTION CONCERNING FORWARD-LOOKING STATEMENTS</a>	1
<a href="#">PART I. FINANCIAL INFORMATION</a>	
ITEM 1. <a href="#">FINANCIAL STATEMENTS:</a>	
<a href="#">CONDENSED CONSOLIDATED BALANCE SHEETS AS OF JUNE 30, 2016 (UNAUDITED) AND DECEMBER 31, 2015</a>	2
<a href="#">CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE THREE AND SIX-MONTH PERIODS ENDED</a>	
<a href="#">JUNE 30, 2016 AND 2015 (UNAUDITED)</a>	3
<a href="#">CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE SIX-MONTH PERIODS ENDED JUNE 30,</a>	
<a href="#">2016 AND 2015 (UNAUDITED)</a>	4
ITEM 2. <a href="#">MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</a>	18
ITEM 3. <a href="#">QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</a>	28
ITEM 4. <a href="#">CONTROLS AND PROCEDURES</a>	28
<a href="#">PART II. OTHER INFORMATION</a>	
ITEM 1. <a href="#">LEGAL PROCEEDINGS</a>	29
ITEM 1A. <a href="#">RISK FACTORS</a>	29
ITEM 2. <a href="#">UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</a>	29
ITEM 3. <a href="#">DEFAULTS UPON SENIOR SECURITIES</a>	29
ITEM 4. <a href="#">MINE SAFETY DISCLOSURES</a>	29
ITEM 5. <a href="#">OTHER INFORMATION</a>	29
ITEM 6. <a href="#">EXHIBITS</a>	30
<a href="#">SIGNATURES</a>	31
<a href="#">INDEX TO EXHIBITS</a>	32

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## Table of Contents

### **SPECIAL CAUTION CONCERNING FORWARD-LOOKING STATEMENTS**

*When included in this Quarterly Report on Form 10-Q, or in other documents that we file with the Securities and Exchange Commission (“SEC”) or in statements made by or on behalf of the Company, words like “believes,” “belief,” “expects,” “plans,” “anticipates,” “intends,” “projects,” “estimates,” “may,” “might,” “would,” “should” and similar expressions are intended to identify forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve a variety of risks and uncertainties that could cause actual results to differ materially from those described therein. These risks and uncertainties include, but are not limited to the following: changes in Medicare and other medical payment levels, our ability to open care centers, acquire additional care centers and integrate and operate these care centers effectively, changes in or our failure to comply with existing federal and state laws or regulations or the inability to comply with new government regulations on a timely basis, competition in the home health industry, changes in the case mix of patients and payment methodologies, changes in estimates and judgments associated with critical accounting policies, our ability to maintain or establish new patient referral sources, our ability to attract and retain qualified personnel, changes in payments and covered services due to the economic downturn and deficit spending by federal and state governments, future cost containment initiatives undertaken by third-party payors, our access to financing due to the volatility and disruption of the capital and credit markets, our ability to meet debt service requirements and comply with covenants in debt agreements, business disruptions due to natural disasters or acts of terrorism, our ability to integrate and manage our information systems, our ability to comply with requirements stipulated in our corporate integrity agreement and changes in law or developments with respect to any litigation relating to the Company, including various other matters, many of which are beyond our control.*

*Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely on any forward-looking statement as a prediction of future events. We expressly disclaim any obligation or undertaking and we do not intend to release publicly any updates or changes in our expectations concerning the forward-looking statements or any changes in events, conditions or circumstances upon which any forward-looking statement may be based, except as required by law. For a discussion of some of the factors discussed above as well as additional factors, see our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on March 10, 2016, particularly, Part I, Item 1A, Risk Factors therein, which are incorporated herein by reference and Part II, Item 1A, Risk Factors of subsequent Quarterly Reports on Form 10-Q. Additional risk factors may also be described in reports that we file from time to time with the SEC.*

#### **Available Information**

*Our company website address is [www.amedisys.com](http://www.amedisys.com). We use our website as a channel of distribution for important company information. Important information, including press releases, analyst presentations and financial information regarding our company, is routinely posted on and accessible on the Investor Relations subpage of our website, which is accessible by clicking on the tab labeled “Investors” on our website home page. We also use our website to expedite public access to time-critical information regarding our company in advance of or in lieu of distributing a press release or a filing with the SEC disclosing the same information. Therefore, investors should look to the Investor Relations subpage of our website for important and time-critical information. Visitors to our website can also register to receive automatic e-mail and other notifications alerting them when new information is made available on the Investor Relations subpage of our website. In addition, we make available on the Investor Relations subpage of our website (under the link “SEC filings”) free of charge our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, ownership reports on Forms 3, 4 and 5 and any amendments to those reports as soon as practicable after we electronically file such reports with the SEC. Further, copies of our Certificate of Incorporation and Bylaws, our Code of Ethical Business Conduct, our Corporate Governance Guidelines and the charters for the Audit, Compensation, Quality of Care, Compliance and Ethics and Nominating and Corporate Governance Committees of our Board are also available on the Investor Relations subpage of our website (under the link “Corporate Governance”).*

*Additionally, the public may read and copy any of the materials we file with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Room 1580, Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at (800) SEC-0330. Our electronically filed reports can also be obtained on the SEC’s internet site at <http://www.sec.gov>.*

[Table of Contents](#)

**PART I. FINANCIAL INFORMATION**  
**ITEM 1. FINANCIAL STATEMENTS**

**AMEDISYS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Amounts in thousands, except share data)

	<b>June 30, 2016</b>	<b>December 31, 2015</b>
	<b>(Unaudited)</b>	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 9,968	\$ 27,502
Patient accounts receivable, net of allowance for doubtful accounts of \$15,950 and \$16,526	152,213	125,010
Prepaid expenses	7,931	8,110
Other current assets	9,407	14,641
Total current assets	179,519	175,263
Property and equipment, net of accumulated depreciation of \$139,433 and \$141,793	44,617	42,695
Goodwill	280,349	261,663
Intangible assets, net of accumulated amortization of \$26,525 and \$25,386	47,728	44,047
Deferred income taxes	121,014	125,245
Other assets, net	37,875	32,802
Total assets	<u>\$ 711,102</u>	<u>\$ 681,715</u>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 35,070	\$ 25,682
Payroll and employee benefits	86,075	72,546
Accrued expenses	63,641	71,965
Current portion of long-term obligations	5,000	5,000
Total current liabilities	189,786	175,193
Long-term obligations, less current portion	89,500	91,630
Other long-term obligations	3,991	4,456
Total liabilities	<u>283,277</u>	<u>271,279</u>
Commitments and Contingencies - Note 5		
Equity:		
Preferred stock, \$0.001 par value, 5,000,000 shares authorized; none issued or outstanding	—	—
Common stock, \$0.001 par value, 60,000,000 shares authorized; 35,136,248 and 34,786,966 shares issued; and 33,499,944 and 33,607,282 shares outstanding	35	35
Additional paid-in capital	523,583	504,290
Treasury stock at cost, 1,636,304 and 1,179,684 shares of common stock	(45,829)	(26,966)
Accumulated other comprehensive income	15	15
Retained earnings	(50,897)	(67,806)
Total Amedisys, Inc. stockholders' equity	426,907	409,568
Noncontrolling interests	918	868
Total equity	427,825	410,436
Total liabilities and equity	<u>\$ 711,102</u>	<u>\$ 681,715</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

[Table of Contents](#)

**AMEDISYS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Amounts in thousands, except per share data)  
(Unaudited)

	For the Three-Month Periods Ended June 30,		For the Six-Month Periods Ended June 30,	
	2016	2015	2016	2015
Net service revenue	\$ 360,746	\$ 314,152	\$ 709,563	\$ 615,724
Cost of service, excluding depreciation and amortization	206,505	175,699	408,342	346,660
General and administrative expenses:				
Salaries and benefits	77,343	71,249	154,060	139,804
Non-cash compensation	3,736	2,193	7,806	4,577
Other	45,576	42,113	92,293	75,183
Provision for doubtful accounts	4,253	2,756	8,193	5,732
Depreciation and amortization	4,975	4,615	9,448	11,152
Asset impairment charge	—	—	—	75,193
Operating expenses	342,388	298,625	680,142	658,301
Operating income (loss)	18,358	15,527	29,421	(42,577)
Other (expense) income:				
Interest income	9	4	31	26
Interest expense	(1,303)	(2,416)	(2,415)	(4,842)
Equity in earnings from equity method investments	363	4,826	358	6,777
Miscellaneous, net	658	498	1,393	2,632
Total other (expense) income, net	(273)	2,912	(633)	4,593
Income (loss) before income taxes	18,085	18,439	28,788	(37,984)
Income tax (expense) benefit	(7,242)	(7,566)	(11,630)	14,025
Net income (loss)	10,843	10,873	17,158	(23,959)
Net income attributable to noncontrolling interests	(147)	(236)	(249)	(413)
Net income (loss) attributable to Amedisys, Inc.	\$ 10,696	\$ 10,637	\$ 16,909	\$ (24,372)
Basic earnings per common share:				
Net income (loss) attributable to Amedisys, Inc. common stockholders	\$ 0.32	\$ 0.32	\$ 0.51	\$ (0.74)
Weighted average shares outstanding	33,197	33,004	33,059	32,871
Diluted earnings per common share:				
Net income (loss) attributable to Amedisys, Inc. common stockholders	\$ 0.32	\$ 0.32	\$ 0.50	\$ (0.74)
Weighted average shares outstanding	33,708	33,459	33,641	32,871

The accompanying notes are an integral part of these condensed consolidated financial statements.

[Table of Contents](#)

**AMEDISYS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Amounts in thousands)  
(Unaudited)

	<b>For the Six-Month Periods Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>
<b>Cash Flows from Operating Activities:</b>		
Net income (loss)	\$ 17,158	\$ (23,959)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	9,448	11,152
Provision for doubtful accounts	8,193	5,732
Non-cash compensation	7,806	4,577
401(k) employer match	3,440	3,454
Loss on disposal of property and equipment	522	530
Deferred income taxes	11,362	(14,788)
Equity in earnings from equity method investments	(358)	(6,777)
Amortization of deferred debt issuance costs/debt discount	370	553
Return on equity investment	362	4,638
Asset impairment charge	—	75,193
Changes in operating assets and liabilities, net of impact of acquisitions:		
Patient accounts receivable	(30,349)	(16,861)
Other current assets	5,551	3,849
Other assets	(11,943)	(1,160)
Accounts payable	8,608	6,163
Accrued expenses	(2,811)	4,189
Other long-term obligations	(464)	552
Net cash provided by operating activities	<u>26,895</u>	<u>57,037</u>
<b>Cash Flows from Investing Activities:</b>		
Proceeds from sale of deferred compensation plan assets	230	1,026
Purchases of deferred compensation plan assets	—	(19)
Purchases of property and equipment	(9,915)	(16,668)
Purchase of investment	(432)	(1,161)
Proceeds from sale of investment	—	5,000
Acquisitions of businesses, net of cash acquired	(27,634)	—
Net cash used in investing activities	<u>(37,751)</u>	<u>(11,822)</u>
<b>Cash Flows from Financing Activities:</b>		
Proceeds from issuance of stock upon exercise of stock options and warrants	—	195
Proceeds from issuance of stock to employee stock purchase plan	1,207	1,059
Tax benefit from stock options exercised and restricted stock vesting	7,130	—
Non-controlling interest distribution	(200)	(300)
Proceeds from revolving line of credit	84,000	63,400
Repayments of revolving line of credit	(84,000)	(78,400)
Principal payments of long-term obligations	(2,500)	(6,000)
Purchase of company stock	(12,315)	—
Net cash used in financing activities	<u>(6,678)</u>	<u>(20,046)</u>
Net (decrease) increase in cash and cash equivalents	(17,534)	25,169
Cash and cash equivalents at beginning of period	27,502	8,032
Cash and cash equivalents at end of period	<u>\$ 9,968</u>	<u>\$ 33,201</u>
<b>Supplemental Disclosures of Cash Flow Information:</b>		
Cash paid for interest	<u>\$ 1,359</u>	<u>\$ 3,598</u>
Cash paid for income taxes, net of refunds received	<u>\$ 825</u>	<u>\$ (2,496)</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

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## [Table of Contents](#)

### AMEDISYS, INC. AND SUBSIDIARIES NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### 1. NATURE OF OPERATIONS, CONSOLIDATION AND PRESENTATION OF FINANCIAL STATEMENTS

Amedisys, Inc., a Delaware corporation, and its consolidated subsidiaries (“Amedisys,” “we,” “us,” or “our”) are a multi-state provider of home health and hospice services with approximately 78% of our revenue derived from Medicare for the three and six-month periods ended June 30, 2016 and approximately 80% of our revenue derived from Medicare for the three and six-month periods ended June 30, 2015. As of June 30, 2016, we owned and operated 328 Medicare-certified home health care centers, 79 Medicare-certified hospice care centers and nine personal-care care centers in 34 states within the United States and the District of Columbia.

##### *Basis of Presentation*

In our opinion, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting solely of normal recurring adjustments) necessary to present fairly our financial position, our results of operations and our cash flows in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”). Our results of operations for the interim periods presented are not necessarily indicative of results of our operations for the entire year and have not been audited by our independent auditors.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted from the interim financial information presented. This report should be read in conjunction with our consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission (“SEC”) on March 10, 2016 (the “Form 10-K”), which includes information and disclosures not included herein.

##### *Use of Estimates*

Our accounting and reporting policies conform with U.S. GAAP. In preparing the unaudited condensed consolidated financial statements, we are required to make estimates and assumptions that impact the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could materially differ from those estimates.

##### *Reclassifications and Comparability*

Certain reclassifications have been made to prior periods’ financial statements in order to conform to the current period’s presentation. In compliance with Accounting Standards Update (“ASU”) 2015-03, *Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*, we have reclassified 2015 amounts related to unamortized debt issuance costs from other assets, net to long-term obligations, less current portion.

##### *Principles of Consolidation*

These unaudited condensed consolidated financial statements include the accounts of Amedisys, Inc., and our wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in our accompanying unaudited condensed consolidated financial statements, and business combinations accounted for as purchases have been included in our unaudited condensed consolidated financial statements from their respective dates of acquisition. In addition to our wholly owned subsidiaries, we also have certain equity investments that are accounted for as set forth below.

##### *Equity Investments*

We consolidate investments when the entity is a variable interest entity and we are the primary beneficiary or if we have controlling interests in the entity, which is generally ownership in excess of 50%. Third party equity interests in our consolidated joint ventures are reflected as noncontrolling interests in our condensed consolidated financial statements.

We account for investments in entities in which we have the ability to exercise significant influence under the equity method if we hold 50% or less of the voting stock and the entity is not a variable interest entity in which we are the primary beneficiary. The book value of investments that we accounted for under the equity method of accounting was \$26.2 million as of June 30, 2016, and \$25.7 million as of December 31, 2015. We account for investments in entities in which we have less than a 20% ownership interest under the cost method of accounting if we do not have the ability to exercise significant influence over the investee.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### *Revenue Recognition*

We earn net service revenue through our home health and hospice care centers by providing a variety of services almost exclusively in the homes of our patients. This net service revenue is earned and billed either on an episode of care basis, on a per visit basis or on a daily basis depending upon the payment terms and conditions established with each payor for services provided. We refer to home health revenue earned and billed on a



60-day episode of care as episodic-based revenue.

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[Table of Contents](#)

**AMEDISYS, INC. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

When we record our service revenue, we record it net of estimated revenue adjustments and contractual adjustments to reflect amounts we estimate to be realizable for services provided, as discussed below. We believe, based on information currently available to us and based on our judgment, that changes to one or more factors that impact the accounting estimates (such as our estimates related to revenue adjustments, contractual adjustments and episodes in progress) we make in determining net service revenue, which changes are likely to occur from period to period, will not materially impact our reported consolidated financial condition, results of operations, cash flows or our future financial results.

*Home Health Revenue Recognition*

Medicare Revenue

Net service revenue is recorded under the Medicare prospective payment system (“PPS”) based on a 60-day episode payment rate that is subject to adjustment based on certain variables including, but not limited to: (a) an outlier payment if our patient’s care was unusually costly (capped at 10% of total reimbursement per provider number); (b) a low utilization payment adjustment (“LUPA”) if the number of visits was fewer than five; (c) a partial payment if our patient transferred to another provider or we received a patient from another provider before completing the episode; (d) a payment adjustment based upon the level of therapy services required (with various incremental adjustments made for additional visits, with larger payment increases associated with the sixth, fourteenth and twentieth visit thresholds); (e) adjustments to payments if we are unable to perform periodic therapy assessments; (f) the number of episodes of care provided to a patient, regardless of whether the same home health provider provided care for the entire series of episodes; (g) changes in the base episode payments established by the Medicare Program; (h) adjustments to the base episode payments for case mix and geographic wages; and (i) recoveries of overpayments. In addition, we make adjustments to Medicare revenue if we find that we are unable to produce appropriate documentation of a face to face encounter between the patient and physician.

We make adjustments to Medicare revenue to reflect differences between estimated and actual payment amounts, our discovered inability to obtain appropriate billing documentation or authorizations and other reasons unrelated to credit risk. We estimate the impact of such adjustments based on our historical experience, which primarily includes a historical collection rate of over 99% on Medicare claims, and record this estimate during the period in which services are rendered as an estimated revenue adjustment and a corresponding reduction to patient accounts receivable. Therefore, we believe that our reported net service revenue and patient accounts receivable will be the net amounts to be realized from Medicare for services rendered.

In addition to revenue recognized on completed episodes, we also recognize a portion of revenue associated with episodes in progress. Episodes in progress are 60-day episodes of care that begin during the reporting period, but were not completed as of the end of the period. We estimate this revenue on a monthly basis based upon historical trends. The primary factors underlying this estimate are the number of episodes in progress at the end of the reporting period, expected Medicare revenue per episode and our estimate of the average percentage complete based on visits performed. As of June 30, 2016 and 2015, the difference between the cash received from Medicare for a request for anticipated payment (“RAP”) on episodes in progress and the associated estimated revenue was immaterial and, therefore, the resulting credits were recorded as a reduction to our outstanding patient accounts receivable in our condensed consolidated balance sheets for such periods.

Non-Medicare Revenue

*Episodic-based Revenue.* We recognize revenue in a similar manner as we recognize Medicare revenue for episodic-based rates that are paid by other insurance carriers, including Medicare Advantage programs; however, these rates can vary based upon the negotiated terms.

*Non-episodic based Revenue.* Gross revenue is recorded on an accrual basis based upon the date of service at amounts equal to our established or estimated per-visit rates, as applicable. Contractual adjustments are recorded for the difference between our standard rates and the contracted rates to be realized from patients, third parties and others for services provided and are deducted from gross revenue to determine net service revenue and are also recorded as a reduction to our outstanding patient accounts receivable. In addition, we receive a minimal amount of our net service revenue from patients who are either self-insured or are obligated for an insurance co-payment.

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## Table of Contents

### AMEDISYS, INC. AND SUBSIDIARIES NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### *Hospice Revenue Recognition*

##### Hospice Medicare Revenue

Gross revenue is recorded on an accrual basis based upon the date of service at amounts equal to the estimated payment rates. The estimated payment rates are daily or hourly rates for each of the four levels of care we deliver. The four levels of care are routine care, general inpatient care, continuous home care and respite care. Routine care accounts for 99% and 98% of our total net Medicare hospice service revenue for each of the three and six-month periods ended June 30, 2016, and 98% of our total net Medicare hospice service revenue for each of the three and six-month periods ended June 30, 2015. We make adjustments to Medicare revenue for an inability to obtain appropriate billing documentation or acceptable authorizations and other reasons unrelated to credit risk. We estimate the impact of these adjustments based on our historical experience, which primarily includes our historical collection rate on Medicare claims, and record it during the period services are rendered as an estimated revenue adjustment and as a reduction to our outstanding patient accounts receivable.

Additionally, as Medicare hospice revenue is subject to an inpatient cap limit and an overall payment cap for each provider number, we monitor these caps and estimate amounts due back to Medicare if we estimate a cap has been exceeded. We record these adjustments as a reduction to revenue and an increase in other accrued liabilities. Beginning for the cap year ending October 31, 2014, providers are required to self-report and pay their estimated cap liability by March 31<sup>st</sup> of the following year. As of June 30, 2016, we have settled our Medicare hospice reimbursements for all fiscal years through October 31, 2012. As of June 30, 2016 and December 31, 2015, we have recorded \$1.4 million, for estimated amounts due back to Medicare in other accrued liabilities for the Federal cap years ended October 31, 2013 through October 31, 2016.

##### Hospice Non-Medicare Revenue

We record gross revenue on an accrual basis based upon the date of service at amounts equal to our established rates or estimated per day rates, as applicable. Contractual adjustments are recorded for the difference between our established rates and the amounts estimated to be realizable from patients, third parties and others for services provided and are deducted from gross revenue to determine our net service revenue and patient accounts receivable.

#### *Personal Care Revenue Recognition*

##### Personal Care Non-Medicare Revenue

We generate net service revenues by providing our services directly to patients primarily on a per hour, visit or unit basis. We receive payment for providing such services from our payor clients, including state and local governmental agencies, managed care organizations, commercial insurers and private consumers. Net service revenues are principally provided based on authorized hours, visits or units determined by the relevant agency, at a rate that is either contractual or fixed by legislation or contract which are recognized as net service revenue at the time services are rendered.

#### *Patient Accounts Receivable*

Our patient accounts receivable are uncollateralized and consist of amounts due from Medicare, Medicaid, other third-party payors and patients. As of June 30, 2016 there is one single payor, other than Medicare, that accounts for more than 10% of our total outstanding patient receivables (approximately 10.9%). Thus, we believe there are no other significant concentrations of receivables that would subject us to any significant credit risk in the collection of our patient accounts receivable. We fully reserve for accounts which are aged at 365 days or greater. We write off accounts on a monthly basis once we have exhausted our collection efforts and deem an account to be uncollectible.

We believe the credit risk associated with our Medicare accounts, which represent 59% and 64% of our net patient accounts receivable at June 30, 2016 and December 31, 2015, respectively, is limited due to our historical collection rate of over 99% from Medicare and the fact that Medicare is a U.S. government payor. Accordingly, we do not record an allowance for doubtful accounts for our Medicare patient accounts receivable, which are recorded at their net realizable value after recording estimated revenue adjustments as discussed above. During the three and six-month periods ended June 30, 2016, we recorded \$2.6 million and \$4.3 million, respectively, in estimated revenue adjustments to Medicare revenue as compared to \$1.1 million and \$2.6 million during the three and six-month periods ended June 30, 2015, respectively.

We believe there is a certain level of credit risk associated with non-Medicare payors. To provide for our non-Medicare patient accounts receivable that could become uncollectible in the future, we establish an allowance for doubtful accounts to reduce the carrying amount to its estimated net realizable value.

#### *Medicare Home Health*

For our home health patients, our pre-billing process includes verifying that we are eligible for payment from Medicare for the services that we provide to our patients. Our Medicare billing begins with a process to ensure that our billings are accurate through

## [Table of Contents](#)

### AMEDISYS, INC. AND SUBSIDIARIES NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

the utilization of an electronic Medicare claim review. We submit a RAP for 60% of our estimated payment for the initial episode at the start of care or 50% of the estimated payment for any subsequent episodes of care contiguous with the first episode for a particular patient. The full amount of the episode is billed after the episode has been completed ("final billed"). The RAP received for that particular episode is then deducted from our final payment. If a final bill is not submitted within the greater of 120 days from the start of the episode, or 60 days from the date the RAP was paid, any RAPs received for that episode will be recouped by Medicare from any other claims in process for that particular provider number. The RAP and final claim must then be re-submitted.

#### *Medicare Hospice*

For our hospice patients, our pre-billing process includes verifying that we are eligible for payment from Medicare for the services that we provide to our patients. Our Medicare billing begins with a process to ensure that our billings are accurate through the utilization of an electronic Medicare claim review. Once each patient has been confirmed for eligibility, we will bill Medicare on a monthly basis for the services provided to the patient.

#### *Non-Medicare Home Health, Hospice and Personal Care*

For our non-Medicare patients, our pre-billing process primarily begins with verifying a patient's eligibility for services with the applicable payor. Once the patient has been confirmed for eligibility, we will provide services to the patient and bill the applicable payor. Our review and evaluation of non-Medicare accounts receivable includes a detailed review of outstanding balances and special consideration to concentrations of receivables from particular payors or groups of payors with similar characteristics that would subject us to any significant credit risk. We estimate an allowance for doubtful accounts based upon our assessment of historical and expected net collections, business and economic conditions, trends in payment and an evaluation of collectability based upon the date that the service was provided. Based upon our best judgment, we believe the allowance for doubtful accounts adequately provides for accounts that will not be collected due to credit risk.

#### *Property and Equipment*

Property and equipment is stated at cost and we depreciate it on a straight-line basis over the estimated useful lives of the assets. Additionally, we have internally developed computer software for our own use. Additions and improvements (including interest costs for construction of qualifying long-lived assets) are capitalized. Maintenance and repair expenses are charged to expense as incurred. The cost of property and equipment sold or disposed of and the related accumulated depreciation are eliminated from the property and related accumulated depreciation accounts, and any gain or loss is credited or charged to other general and administrative expenses.

As of December 31, 2014, we had \$75.8 million of internally developed software costs related to the development of AMS3 Home Health and Hospice. Expanded beta testing to additional sites in February of 2015 demonstrated that AMS3 was disruptive to operations. Additional analysis of the system determined that the system was not ready to be fully implemented and would require significant time and investment to redesign. Therefore, during the three-month period ended March 31, 2015, we made the decision to discontinue AMS3 and recorded a non-cash asset impairment charge of \$75.2 to write off the software costs incurred related to the development of AMS3 Home Health and Hospice.

The following table summarizes the balances related to our property and equipment for the periods indicated (amounts in millions):

	June 30, 2016	December 31, 2015
Building and leasehold improvements	\$ 6.4	\$ 2.3
Equipment and furniture	80.6	89.6
Computer software	97.0	92.6
	184.0	184.5
Less: accumulated depreciation	(139.4)	(141.8)
	<u>\$ 44.6</u>	<u>\$ 42.7</u>

#### *Fair Value of Financial Instruments*

The fair value hierarchy is based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value. The three levels of inputs are as follows:

- Level 1 – Quoted prices in active markets for identical assets and liabilities.
- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities.



[Table of Contents](#)

**AMEDISYS, INC. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

Our deferred compensation plan assets are recorded at fair value and are considered a level 2 measurement. The carrying amount of our other financial instruments, including cash and cash equivalents, patient accounts receivable, accounts payable, payroll and employee benefits and accrued expenses approximate fair value due to the short maturities of these instruments. As of June 30, 2016, the carrying value of our long-term debt is subject to a variable rate of interest based on current market rates, and as such, the carrying value approximates fair value.

**Weighted-Average Shares Outstanding**

Net income (loss) per share attributable to Amedisys, Inc. common stockholders, calculated on the treasury stock method, is based on the weighted average number of shares outstanding during the period. The following table sets forth, for the periods indicated, shares used in our computation of the weighted-average shares outstanding, which are used to calculate our basic and diluted net income (loss) attributable to Amedisys, Inc. common stockholders (amounts in thousands):

	<b>For the Three-Month Periods</b>		<b>For the Six-Month Periods</b>	
	<b>Ended June 30,</b>		<b>Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Weighted average number of shares outstanding - basic	33,197	33,004	33,059	32,871
Effect of dilutive securities:				
Stock options	181	1	134	—
Non-vested stock and stock units	330	454	448	—
Weighted average number of shares outstanding - diluted	33,708	33,459	33,641	32,871
Anti-dilutive securities	199	514	240	957

**Recently Issued Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which requires an entity to recognize the amount of revenue for which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, to defer the effective date of the standard from January 1, 2017, to January 1, 2018, with an option that permits companies to adopt the standard as early as the original effective date. The new ASU reflects the decisions reached by the FASB at its meeting in July 2015. Early application prior to the original effective date is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 and ASU 2015-14 will have on its consolidated financial statements and related disclosures, its transition method and the effect of the standard on its ongoing financial reporting.

In April 2015, the FASB issued ASU 2015-03, *Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. ASU 2015-03 is effective for annual and interim periods beginning on or after December 15, 2015. We adopted this ASU during the three-month period ended March 31, 2016, and applied the change retrospectively for prior period balances of unamortized debt issuance costs, resulting in a \$3.4 million reduction in other assets, net and long-term obligations, less current portion, on our condensed consolidated balance sheet as of December 31, 2015.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which will require lessees to recognize a lease liability and right-of-use asset for all leases (with the exception of short-term leases) at the commencement date. The ASU is effective for annual and interim periods beginning on or after December 15, 2018. Early adoption is permitted. The standard requires a modified retrospective transition method which requires application of the new guidance for all periods presented. The Company is evaluating the effect that ASU 2016-02 will have on its consolidated financial statements and related disclosures and the effect of the standard on its ongoing financial reporting.

In March 2016, the FASB issued ASU 2016-09, *Compensation – Stock Compensation (Topic 718): Improvement to Employee Share-Based Payment Accounting*, which will simplify the accounting for share-based payment award transactions, including income tax consequences, classification of awards as either equity or liability, and classification on the statement of cash flows. The ASU is effective for annual and interim periods beginning after December 15, 2016. Early adoption is permitted. The Company is evaluating the effect that ASU 2016-09 will have on its consolidated financial statements and related disclosures and the effect of the standard on its ongoing financial reporting.

## [Table of Contents](#)

### AMEDISYS, INC. AND SUBSIDIARIES NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### 3. ACQUISITIONS

We complete acquisitions from time to time in order to pursue our strategy of increasing our market presence by expanding our service base and enhancing our position in certain geographic areas as a leading provider of home health and hospice services. The purchase price paid for acquisitions is negotiated through arm's length transactions, with consideration based on our analysis of, among other things, comparable acquisitions and expected cash flows. Acquisitions are accounted for as purchases and are included in our consolidated financial statements from their respective acquisition dates. Goodwill generated from acquisitions is recognized for the excess of the purchase price over tangible and identifiable intangible assets because of the expected contributions of the acquisitions to our overall corporate strategy. We typically engage outside appraisal firms to assist in the fair value determination of identifiable intangible assets. Preliminary purchase price allocation is adjusted, as necessary, up to one year after the acquisition closing date if management obtains more information regarding asset valuation and liabilities assumed.

On March 1, 2016, we acquired Associated Home Care which owns and operates 9 personal-care care centers servicing the state of Massachusetts for a total purchase price of \$27.7 million, net of cash acquired (subject to certain adjustments), of which \$0.5 million was placed in escrow for indemnification purposes and working capital price adjustments. The purchase price was paid with cash on hand on the date of the transaction. Based on our preliminary purchase price allocation, in connection with the acquisition, we recorded goodwill (\$23.5 million) and other assets and liabilities, net (\$4.2 million) during the three-month period ended March 31, 2016. During the three-month period ended June 30, 2016, we received the final report from our outside appraisal firm. As a result, we reduced our preliminary goodwill by \$5.0 million and recorded corresponding increases in the fair value of assets acquired (\$0.2 million), other intangibles - acquired names of business (\$3.5 million) and other intangibles - non-compete agreements (\$1.3 million). The non-compete agreements will be amortized over a weighted-average period of 2.1 years.

#### 4. LONG-TERM OBLIGATIONS

Long-term debt consisted of the following for the periods indicated (amounts in millions):

	<u>June 30, 2016</u>	<u>December 31, 2015</u>
\$100.0 million Term Loan; principal payments plus accrued interest payable quarterly; interest rate at ABR Rate plus applicable percentage or Eurodollar Rate plus the applicable percentage (2.46% at June 30, 2016); due August 28, 2020	\$ 97.5	\$ 100.0
\$200.0 million Revolving Credit Facility; interest only payments; interest rate at ABR Rate plus applicable percentage or Eurodollar Rate plus the applicable percentage; due August 28, 2020	—	—
Deferred debt issuance costs	(3.0)	(3.4)
	94.5	96.6
Current portion of long-term obligations	(5.0)	(5.0)
Total	<u>\$ 89.5</u>	<u>\$ 91.6</u>

Our weighted average interest rate for our \$100.0 million Term Loan, under our Credit Agreement, was 2.4% for the three and six-month periods ended June 30, 2016, respectively. Our weighted average interest rate for our \$200.0 million Revolving Credit Facility was 3.3% and 3.2% for the three and six-month periods ended June 30, 2016, respectively.

As of June 30, 2016, our consolidated leverage ratio was 1.0, our consolidated fixed charge coverage ratio was 4.1 and we are in compliance with our Credit Agreement. In the event we are not in compliance with our debt covenants in the future, we would pursue various alternatives in an attempt to successfully resolve the non-compliance, which might include, among other things, seeking debt covenant waivers or amendments.

As of June 30, 2016, our availability under our \$200.0 million Revolving Credit Facility was \$176.1 million as we had \$23.9 million outstanding in letters of credit.

#### 5. COMMITMENTS AND CONTINGENCIES

##### *Legal Proceedings - Ongoing*

We are involved in the following legal actions:

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## Table of Contents

### AMEDISYS, INC. AND SUBSIDIARIES NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### *Securities Class Action Lawsuits*

On June 10, 2010, a putative securities class action complaint was filed in the United States District Court for the Middle District of Louisiana (the “District Court”) against the Company and certain of our current and former senior executives. Additional putative securities class actions were filed in the District Court on July 14, July 16, and July 28, 2010.

On January 18, 2011, the Co-Lead Plaintiffs filed an amended, consolidated class action complaint (the “Securities Complaint”) which supersedes the earlier-filed securities class action complaints. The Securities Complaint alleges that the defendants made false and/or misleading statements and failed to disclose material facts about our business, financial condition, operations and prospects, particularly relating to our policies and practices regarding home therapy visits under the Medicare home health prospective payment system and the related alleged impact on our business, financial condition, operations and prospects. The Securities Complaint seeks a determination that the action may be maintained as a class action on behalf of all persons who purchased the Company’s securities between August 2, 2005 and September 28, 2010 and an unspecified amount of damages.

All defendants moved to dismiss the Securities Complaint. On June 28, 2012, the District Court granted the defendants’ motion to dismiss the Securities Complaint. On July 26, 2012, the Co-Lead Plaintiffs filed a motion for reconsideration, which the District Court denied on April 9, 2013.

On May 3, 2013, the Co-Lead Plaintiffs appealed the dismissal of the Securities Complaint to the United States Court of Appeals for the Fifth Circuit (the “Fifth Circuit”). On October 2, 2014, a three-judge panel of the Fifth Circuit issued a decision reversing the District Court’s dismissal of the Securities Complaint. On October 16, 2014, all defendants filed a petition with the Fifth Circuit to review the three-judge panel’s decision *en banc*, or as a whole court. On December 29, 2014, the Fifth Circuit denied the defendants’ motion for *en banc* review of the Fifth Circuit panel’s decision reversing the District Court’s dismissal of the Securities Complaint. The case then returned to the District Court for further proceedings. On March 30, 2015, the defendants filed a Petition for Writ of Certiorari (the “Petition”) with the United States Supreme Court asking the Supreme Court to consider whether the Fifth Circuit erred in reversing the District Court’s dismissal of the Securities Complaint. The Supreme Court denied the Petition on June 29, 2015, which did not affect the ongoing proceedings before the District Court, including the District Court’s consideration of a motion filed on April 3, 2015, by the Co-Lead Plaintiffs for leave to amend the Securities Complaint, which motion was granted by the District Court. On December 15, 2015, the defendants filed a motion to dismiss the Co-Lead Plaintiffs’ First Amended Consolidated Complaint. All discovery in the case is currently stayed pursuant to federal law. The parties agreed to explore the possibility of a mediated settlement of this matter, and a mediation was held on June 21, 2016. The parties were unable to resolve this matter during the mediation.

We are unable to assess the probable outcome or reasonably estimate the potential liability, if any, arising from the securities litigation described above. The Company intends to continue to vigorously defend itself in the securities litigation matter but, if decided adverse to the Company, its impact could be material. No assurances can be given as to the timing or outcome of the securities matter described above or the impact of any of the inquiry or litigation matters on the Company, its consolidated financial condition, results of operations or cash flows, which could be material, individually or in the aggregate.

#### *Wage and Hour Litigation*

On September 13, 2012, a putative collective and class action complaint was filed in the United States District Court for the Northern District of Illinois against us in which a former employee alleges wage and hour law violations. The former employee claims she was paid on both a per-visit and an hourly basis, and that such a pay scheme resulted in her misclassification as an exempt employee, thereby denying her overtime. The plaintiff alleges violations of federal and state law and seeks damages under the Federal Fair Labor Standards Act (“FLSA”) and the Illinois Minimum Wage Law. Plaintiff seeks class certification of similar employees who were or are employed in Illinois and seeks attorneys’ fees, back wages and liquidated damages going back three years under the FLSA and three years under the Illinois statute. On May 28, 2013, the Court granted the Company’s motion to stay the case pending resolution of class certification issues and dispositive motions in the earlier-filed Connecticut case. On December 23, 2015, the parties agreed to explore the possibility of a mediated settlement of the Illinois case, and a mediation occurred on April 18, 2016. The parties agreed to settle the case for \$0.8 million, subject to court approval, which the Company has accrued as of June 30, 2016.

#### *Frontier Litigation*

On April 2, 2015, Frontier Home Health and Hospice, L.L.C. (“Frontier”) filed a complaint against the Company in the United States District Court for the District of Connecticut alleging breach of contract, negligent misrepresentation and unfair and deceptive trade practices under Conn. Gen. Stat. §42-110b. Frontier acquired our interest in five home health and four hospice care centers in Wyoming and Idaho in April 2014. The complaint alleges that certain of the hospice patients on service at the time of the acquisition did not meet Medicare eligibility requirements and that we breached certain of the representations and warranties under the purchase agreement and therefore, the businesses were worth less than the purchase price. Under the complaint, Frontier seeks declaratory judgment from the District Court that, under the terms of the purchase agreement with Frontier, we are obligated to determine the amount of the alleged Medicare overpayments and reimburse the government for the same in a timely manner, as well as unspecified compensatory and punitive damages, attorneys’ fees and pre- and post-judgment interest.



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## Table of Contents

### AMEDISYS, INC. AND SUBSIDIARIES NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

We are unable to assess the probable outcome arising from the Frontier litigation described above. The Company has engaged an independent auditing firm to perform a clinical audit of the hospice locations in question and intends to defend itself in the Frontier litigation matter. No assurances can be given as to the timing or outcome of the audit, the Frontier litigation matter described above or the impact of any of the audit or litigation matters on the Company, its consolidated financial condition, results of operations or cash flows, which could be material, individually or in the aggregate. In accordance with our corporate integrity agreement (“CIA”) with the Office of Inspector General-HHS (“OIG”) as discussed below under “Other Investigative Matters – Corporate Integrity Agreement”, we have notified the OIG of this matter.

#### *Subpoena Duces Tecum Issued by the U.S. Department of Justice*

On May 21, 2015, we received a Subpoena Duces Tecum (“Subpoena”) issued by the U.S. Department of Justice. The Subpoena requests the delivery of information regarding 53 identified hospice patients to the United States Attorney’s Office for the District of Massachusetts. It also requests the delivery of documents relating to our hospice clinical and business operations and related compliance activities. The Subpoena generally covers the period from January 1, 2011, through the present. We are fully cooperating with the U.S. Department of Justice with respect to this investigation. Based on the information currently available to us, we cannot predict the timing or outcome of this investigation or reasonably estimate the amount or range of potential losses, if any, which may arise from this matter.

#### *Civil Investigative Demands Issued by the U.S. Department of Justice*

On November 3, 2015, we received a civil investigative demand (“CID”) issued by the U.S. Department of Justice pursuant to the federal False Claims Act relating to claims submitted to Medicare and/or Medicaid for hospice services provided through designated facilities in the Morgantown, West Virginia area. The CID requests the delivery of information to the United States Attorney’s Office for the Northern District of West Virginia regarding 66 identified hospice patients, as well as documents relating to our hospice clinical and business operations in the Morgantown area. The CID generally covers the period from January 1, 2009 through August 31, 2015. We are fully cooperating with the U.S. Department of Justice with respect to this investigation. Based on the information currently available to us, we cannot predict the timing or outcome of this investigation or reasonably estimate the amount or range of potential losses, if any, which may arise from this matter.

On June 27, 2016, we received a CID issued by the U.S. Department of Justice pursuant to the federal False Claims Act relating to claims submitted to Medicare and/or Medicaid for hospice services provided through designated facilities in the Parkersburg, West Virginia area. The CID requests the delivery of information to the United States Attorney’s Office for the Southern District of West Virginia regarding 68 identified hospice patients, as well as documents relating to our hospice clinical and business operations in the Parkersburg area. The CID generally covers the period from January 1, 2011 through June 20, 2016. We are fully cooperating with the U.S. Department of Justice with respect to this investigation. Based on the information currently available to us, we cannot predict the timing or outcome of this investigation or reasonably estimate the amount or range of potential losses, if any, which may arise from this matter.

In addition to the matters referenced in this note, we are involved in legal actions in the normal course of business, some of which seek monetary damages, including claims for punitive damages. We do not believe that these normal course actions, when finally concluded and determined, will have a material impact on our consolidated financial condition, results of operations or cash flows.

#### ***Legal Proceedings – Settled***

##### *Wage and Hour Litigation*

On July 25, 2012, a putative collective and class action complaint was filed in the United States District Court for the District of Connecticut against us in which three former employees allege wage and hour law violations. The former employees claim that they were not paid overtime for all hours worked over 40 hours in violation of the FLSA, as well as the Pennsylvania Minimum Wage Act. More specifically, they allege they were paid on both a per-visit and an hourly basis, and that such a pay scheme resulted in their misclassification as exempt employees, thereby denying them overtime pay. Moreover, in response to a Company motion arguing that plaintiffs’ complaint was deficient in that it was ambiguous and failed to provide fair notice of the claims asserted and plaintiffs’ opposition thereto, the Court, on April 8, 2013, held that the complaint adequately raises general allegations that the plaintiffs were not paid overtime for all hours worked in a week over 40, which may include claims for unpaid overtime under other theories of liability, such as alleged off-the-clock work, in addition to plaintiffs’ more clearly stated allegations based on misclassification. On behalf of themselves and a class of current and former employees they allege are similarly situated, plaintiffs seek attorneys’ fees, back wages and liquidated damages going back three years under the FLSA and three years under the Pennsylvania statute. On October 8, 2013, the Court granted plaintiffs’ motion for equitable tolling requesting that the statute of limitations for claims under the FLSA for plaintiffs who opt-in to the lawsuit be tolled from September 24, 2012, the date upon which plaintiffs filed their original motion for

**AMEDISYS, INC. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

conditional certification, until 90 days after any notice of this lawsuit is issued following conditional certification. Following a motion for reconsideration filed by the Company, on December 3, 2013, the Court modified this order, holding that putative class members' FLSA claims are tolled from October 29, 2012 through the date of the Court's order on plaintiffs' motion for conditional certification. On January 13, 2014, the Court granted plaintiffs' July 10, 2013 motion for conditional certification of their FLSA claims and authorized issuance of notice to putative class members to provide them an opportunity to opt in to the action. On April 17, 2014, that notice was mailed to putative class members. The period within which putative class members were permitted to opt into the action expired on July 16, 2014.

On September 10, 2014, the plaintiffs in the Connecticut case filed a motion for leave to amend their complaint to add a new claim under the Kentucky Wage and Hour Act ("KWA") alleging that the Company did not pay certain home health clinicians working in the Commonwealth of Kentucky all of the overtime wages they were owed, either because the Company misclassified them as exempt from overtime or, while treating them as overtime eligible, did not properly pay them overtime for all hours worked over 40 in a week. On behalf of themselves and a class of current and former employees they allege are similarly situated, plaintiffs seek attorneys' fees, back wages and liquidated damages going back five years before the filing of their original complaint under the KWA. On October 1, 2014, the Company filed an opposition to the plaintiffs' motion to amend. On October 15, 2014, plaintiffs filed a reply brief in support of their motion. On December 12, 2014, the Court granted the plaintiffs' motion to amend the complaint to add the claims under the KWA. The Company and the plaintiffs agreed to explore the possibility of a mediated settlement of the Connecticut case, and on February 23, 2015 filed a joint motion to stay proceedings for six months to pursue that process, which was granted by the Court on February 24, 2015.

On June 10, 2015, the Company and plaintiffs participated in a mediation whereby they agreed to fully resolve all of plaintiffs' claims in the lawsuit for \$8.0 million, subject to approval by the Court. The settlement agreement was submitted to the Court for preliminary approval and plaintiffs requested certification of Pennsylvania and Kentucky classes for the sole purpose of this proposed settlement. The Court granted preliminary approval, notice was issued to members of the settlement classes to provide them with an opportunity to object to the settlement and, in the case of members of the Pennsylvania and Kentucky classes, opt out of the settlement. Following this notice period, the Court held a final fairness hearing for the purpose of considering objections and deciding whether to grant final approval of the settlement. As of September 30, 2015, we had an accrual of \$8.0 million for this matter. On January 29, 2016, the Court approved the final settlement of this case. The settlement became effective on February 26, 2016. As a result of the final amount calculated by the settlement administrator based on claims timely submitted, we reduced our accrual to \$5.3 million as of December 31, 2015; this amount was paid during the three-month period ended March 31, 2016.

***Other Investigative Matters***

***Corporate Integrity Agreement***

On April 23, 2014, with no admissions of liability on our part, we entered into a settlement agreement with the U.S. Department of Justice relating to certain of our clinical and business operations. Concurrently with our entry into this agreement, we entered into a corporate integrity agreement ("CIA") with the Office of Inspector General-HHS ("OIG"). The CIA formalizes various aspects of our already existing ethics and compliance programs and contains other requirements designed to help ensure our ongoing compliance with federal health care program requirements. Among other things, the CIA requires us to maintain our existing compliance program, executive compliance committee and compliance committee of the Board of Directors; provide certain compliance training; continue screening new and current employees to ensure they are eligible to participate in federal health care programs; engage an independent review organization to perform certain auditing and reviews and prepare certain reports regarding our compliance with federal health care programs, our billing submissions to federal health care programs and our compliance and risk mitigation programs; and provide certain reports and management certifications to the OIG. Additionally, the CIA specifically requires that we report substantial overpayments that we discover we have received from federal health care programs, as well as probable violations of federal health care laws. Upon breach of the CIA, we could become liable for payment of certain stipulated penalties, or could be excluded from participation in federal health care programs. The corporate integrity agreement has a term of five years.

During the course of our compliance with the CIA we identified several such reportable events and notified the OIG as required. As of December 31, 2015, we had an accrual of \$4.7 million for these matters. On May 5, 2016, the company entered into a settlement agreement with the OIG and the matters were fully resolved for \$4.7 million; this amount was paid during the three-month period ended June 30, 2016.

***Computer Inventory and Data Security Reporting***

On March 1 and March 2, 2015, we provided official notice under federal and state data privacy laws concerning the outcome of an extensive risk management process to locate and verify our large computer inventory. The process identified approximately 142 encrypted computers and laptops for which reports were required under federal and state data privacy laws. The devices at issue were originally assigned to Company clinicians and other team members who left the Company between 2011 and 2014. We reported these devices to the U.S. Department of Health and Human Services, state agencies, and individuals whose information may be involved, as

**AMEDISYS, INC. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

required under applicable law because we could not rule out unauthorized access to patient data on the devices. The Office of Civil Rights, U.S. Department of Health and Human Services (“OCR”) is reviewing our compliance with applicable laws, as is typical for any data breach involving more than 500 individuals. We are cooperating with OCR in its review and if any other regulatory reviews are formally commenced, will cooperate with applicable regulatory authorities. In accordance with our CIA, we have notified the OIG of this matter.

***Third Party Audits - Ongoing***

From time to time, in the ordinary course of business, we are subject to audits under various governmental programs in which third party firms engaged by the Centers for Medicare and Medicaid Services (“CMS”) conduct extensive review of claims data to identify potential improper payments under the Medicare program.

In July 2010, our subsidiary that provides hospice services in Florence, South Carolina received from a Zone Program Integrity Contractor (“ZPIC”) a request for records regarding a sample of 30 beneficiaries who received services from the subsidiary during the period of January 1, 2008 through March 31, 2010 (the “Review Period”) to determine whether the underlying services met pertinent Medicare payment requirements. We acquired the hospice operations subject to this review on August 1, 2009; the Review Period covers time periods both before and after our ownership of these hospice operations. Based on the ZPIC’s findings for 16 beneficiaries, which were extrapolated to all claims for hospice services provided by the Florence subsidiary billed during the Review Period, on June 6, 2011, the MAC for the subsidiary issued a notice of overpayment seeking recovery from our subsidiary of an alleged overpayment. We dispute these findings, and our Florence subsidiary has filed appeals through the Original Medicare Standard Appeals Process, in which we are seeking to have those findings overturned. An ALJ hearing was held in early January 2015. On January 18, 2016 we received a letter dated January 6, 2016 referencing the ALJ hearing decision for the overpayment issued on June 6, 2011. The decision was partially favorable with a new overpayment amount of \$3.7 million with a balance owed of \$5.6 million including interest based on 9 disputed claims (originally 16). We filed an appeal to the Medicare Appeals Council on the remaining 9 disputed claims and also argued that the statistical method used to select the sample was not valid. No assurances can be given as to the timing or outcome of the Medicare Appeals Council decision. As of June 30, 2016, Medicare has withheld payments of \$5.7 million (including additional interest) as part of their standard procedures once this level of the appeal process has been reached. In the event we are not able to recoup this alleged overpayment, we are indemnified by the prior owners of the hospice operations for amounts relating to the period prior to August 1, 2009. As of June 30, 2016, we have an indemnity receivable for the amount withheld related to the period prior to August 1, 2009.

***Third Party Audits – Settled***

In January 2010, our subsidiary that provides home health services in Dayton, Ohio received from a Medicare Program Safeguard Contractor (“PSC”) a request for records regarding 137 claims submitted by the subsidiary paid from January 2, 2008 through November 10, 2009 (the “Claim Period”) to determine whether the underlying services met pertinent Medicare payment requirements. Based on the PSC’s findings for 114 of the claims, which were extrapolated to all claims for home health services provided by the Dayton subsidiary paid during the Claim Period, on March 9, 2011, the Medicare Administrative Contractor (“MAC”) for the subsidiary issued a notice of overpayment seeking recovery from our subsidiary of an alleged overpayment of approximately \$5.6 million. We dispute these findings, and our Dayton subsidiary has filed appeals through the Original Medicare Standard Appeals Process, in which we are seeking to have those findings overturned. A consolidated administrative law judge (“ALJ”) hearing was held in late March 2013. In January 2014, the ALJ found fully in favor of our Dayton subsidiary on 74 appeals and partially in favor of our Dayton subsidiary on eight appeals. Taking into account the ALJ’s decision, certain determinations that our Dayton subsidiary decided not to appeal as well as certain determinations made by the MAC, of the 114 claims that were originally extrapolated by the MAC, 76 claims have now been decided in favor of our Dayton subsidiary in full, 10 claims have been decided in favor of our Dayton subsidiary in part, and 28 claims have been decided against or not appealed by our Dayton subsidiary. The ALJ has ordered the MAC to recalculate the extrapolation amount based on the ALJ’s decision. The Medicare Appeals Council can decide on its own motion to review the ALJ’s decisions. As of July 13, 2016, we were notified that the PSC elected not to re-extrapolate the overpayment and instead issued a new calculated overpayment in the amount of \$0.2 million. The overpayment has been paid in full and the matter is fully resolved.

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[Table of Contents](#)

**AMEDISYS, INC. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

***Insurance***

We are obligated for certain costs associated with our insurance programs, including employee health, workers' compensation and professional liability. While we maintain various insurance programs to cover these risks, we are self-insured for a substantial portion of our potential claims. We recognize our obligations associated with these costs, up to specified deductible limits in the period in which a claim is incurred, including with respect to both reported claims and claims incurred but not reported. These costs have generally been estimated based on historical data of our claims experience. Such estimates, and the resulting reserves, are reviewed and updated by us on a quarterly basis.

Our health insurance has a retention limit of \$0.9 million, our workers' compensation insurance has a retention limit of \$0.5 million and our professional liability insurance has a retention limit of \$0.3 million.

**6. SEGMENT INFORMATION**

Our operations involve servicing patients through our three reportable business segments: home health, hospice and personal care. Our home health segment delivers a wide range of services in the homes of individuals who may be recovering from surgery, have a chronic disability or terminal illness or need assistance with completing important personal tasks. Our hospice segment provides palliative care and comfort to terminally ill patients and their families. Our personal care segment, which was established with the acquisition of Associated Home Care during the three-month period ended March 31, 2016, provides patients with assistance with the essential activities of daily living. The "other" column in the following tables consists of costs relating to executive management and administrative support functions, primarily information services, accounting, finance, billing and collections, legal, compliance, risk management, procurement, marketing, clinical administration, training, human resources and administration.

Management evaluates performance and allocates resources based on the operating income of the reportable segments, which includes an allocation of corporate expenses directly attributable to the specific segment and includes revenues and all other costs directly attributable to the specific segment. Segment assets are not reviewed by the company's chief operating decision maker and therefore are not disclosed below (amounts in millions).

[Table of Contents](#)

**AMEDISYS, INC. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

	<b>For the Three-Month Period Ended June 30, 2016</b>					
	<b>Home Health</b>	<b>Hospice</b>	<b>Personal Care</b>		<b>Other</b>	<b>Total</b>
Net service revenue	\$ 275.5	\$ 75.8	\$ 9.4	\$ —	\$ —	\$360.7
Cost of service, excluding depreciation and amortization	160.3	39.4	6.8	—	—	206.5
General and administrative expenses	72.3	17.4	2.3	34.7	—	126.7
Provision for doubtful accounts	3.5	0.7	—	—	—	4.2
Depreciation and amortization	1.6	0.3	—	3.1	—	5.0
Operating expenses	237.7	57.8	9.1	37.8	—	342.4
Operating income (loss)	<u>\$ 37.8</u>	<u>\$ 18.0</u>	<u>\$ 0.3</u>	<u>\$ (37.8)</u>	<u>\$ —</u>	<u>\$ 18.3</u>

	<b>For the Three-Month Period Ended June 30, 2015</b>					
	<b>Home Health</b>	<b>Hospice</b>	<b>Personal Care</b>		<b>Other</b>	<b>Total</b>
Net service revenue	\$ 247.8	\$ 66.3	\$ —	\$ —	\$ —	\$314.1
Cost of service, excluding depreciation and amortization	142.3	33.4	—	—	—	175.7
General and administrative expenses	63.5	15.3	—	36.8	—	115.6
Provision for doubtful accounts	2.3	0.4	—	—	—	2.7
Depreciation and amortization	1.3	0.3	—	3.0	—	4.6
Operating expenses	209.4	49.4	—	39.8	—	298.6
Operating income (loss)	<u>\$ 38.4</u>	<u>\$ 16.9</u>	<u>\$ —</u>	<u>\$ (39.8)</u>	<u>\$ —</u>	<u>\$ 15.5</u>

	<b>For the Six-Month Period Ended June 30, 2016</b>					
	<b>Home Health</b>	<b>Hospice</b>	<b>Personal Care</b>		<b>Other</b>	<b>Total</b>
Net service revenue	\$ 548.2	\$ 148.8	\$ 12.5	\$ —	\$ —	\$709.5
Cost of service, excluding depreciation and amortization	321.1	78.2	9.0	—	—	408.3
General and administrative expenses	143.5	34.3	2.7	73.7	—	254.2
Provision for doubtful accounts	6.8	1.4	—	—	—	8.2
Depreciation and amortization	2.8	0.6	—	6.0	—	9.4
Operating expenses	474.2	114.5	11.7	79.7	—	680.1
Operating income (loss)	<u>\$ 74.0</u>	<u>\$ 34.3</u>	<u>\$ 0.8</u>	<u>\$ (79.7)</u>	<u>\$ —</u>	<u>\$ 29.4</u>

	<b>For the Six-Month Period Ended June 30, 2015</b>					
	<b>Home Health</b>	<b>Hospice</b>	<b>Personal Care</b>		<b>Other</b>	<b>Total</b>
Net service revenue	\$ 489.2	\$ 126.5	\$ —	\$ —	\$ —	\$615.7
Cost of service, excluding depreciation and amortization	281.0	65.7	—	—	—	346.7
General and administrative expenses	126.3	29.7	—	63.6	—	219.6
Provision for doubtful accounts	4.9	0.8	—	—	—	5.7
Depreciation and amortization	2.8	0.7	—	7.6	—	11.1
Asset impairment charge	—	—	—	75.2	—	75.2
Operating expenses	415.0	96.9	—	146.4	—	658.3
Operating income (loss)	<u>\$ 74.2</u>	<u>\$ 29.6</u>	<u>\$ —</u>	<u>\$ (146.4)</u>	<u>\$ —</u>	<u>\$ (42.6)</u>

**7. STOCK REPURCHASE PROGRAM**

On September 9, 2015, we announced that our Board of Directors authorized a stock repurchase program, under which we may repurchase up to \$75 million of our outstanding common stock on or before September 6, 2016.

Under the terms of the program, we may repurchase shares from time to time in open market transactions, block purchases or in private transactions in accordance with applicable federal securities laws and other legal requirements. We may enter into Rule 10b5-1 plans to effect some or all of the repurchases. The timing and the amount of the repurchases, if any, will be determined by management based on a number of factors, including but not limited to share price, trading volume and general market conditions, as well as on working capital requirements, general business conditions and other factors.

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[Table of Contents](#)

**AMEDISYS, INC. AND SUBSIDIARIES**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

During the three-month period ended March 31, 2016, pursuant to this program, we repurchased 324,141 shares of our common stock at a weighted average price of \$37.96 per share and a total cost of approximately \$12.3 million. The repurchased shares are classified as treasury shares. We did not repurchase any shares pursuant to this stock repurchase program during the three-month period ended June 30, 2016.

**8. RELATED PARTY TRANSACTIONS**

On November 20, 2015, we engaged KKR Consulting, LLC (“KKR Capstone”), a consulting company of operational professionals that works exclusively with portfolio companies of Kohlberg Kravis Roberts & Co. Nathaniel M. Zilkha, a member of our Board of Directors, is a member of KKR Management, LLC, which is an affiliate of KKR Asset Management LLC (“KAM”), a substantial stockholder of our Company, and an affiliate of Kohlberg Kravis Roberts & Co. KKR Capstone will receive a fee in connection with providing consulting services to the Company in the ordinary course of business. Mr. Zilkha will not receive any direct compensation or direct financial benefit from the engagement of KKR Capstone. During the three and six-month periods ended June 30, 2016, we incurred costs of approximately \$0.6 million and \$1.2 million, respectively, related to this related party engagement.

Effective October 22, 2015, we entered into a contract for telemonitoring services with Care Innovations, LLC (“Care Innovations”). Paul Kusserow, our President and Chief Executive Officer, is a member of the Advisory Board to Care Innovations. Care Innovations will receive an annual fee of approximately \$1.8 million in connection with our contract for telemonitoring services for the Company. Care Innovations has confirmed to us that Mr. Kusserow will not receive any direct compensation or direct financial benefit from the engagement of Care Innovations as our telemonitoring partner. During the three and six-month period ended June 30, 2016, we incurred costs of approximately \$0.6 million related to this related party engagement.

**9. SUBSEQUENT EVENT**

On August 1, 2016, we entered into a definitive agreement to acquire Professional Profiles Inc., a personal care company, for a purchase price of \$4.4 million.

## Table of Contents

### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis provides information we believe is relevant to an assessment and understanding of our results of operations and financial condition for the three and six-month periods ended June 30, 2016. This discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto included herein, and the consolidated financial statements and notes and the related Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission ("SEC") on March 10, 2016 (the "Form 10-K"), which are incorporated herein by this reference.

Unless otherwise provided, "Amedisys," "we," "our," and the "Company" refer to Amedisys, Inc. and our consolidated subsidiaries.

#### Overview

We are a provider of high-quality, low-cost home health services to the chronic, co-morbid, aging American population, with approximately 78% of our revenue derived from Medicare for the three and six-month periods ended June 30, 2016, and approximately 80% of our revenue derived from Medicare for the three and six-month periods ended June 30, 2015.

Our operations involve servicing patients through our three reportable business segments: home health, hospice and personal care. Our home health segment delivers a wide range of services in the homes of individuals who may be recovering from an illness, injury or surgery. Our hospice segment provides care that is designed to provide comfort and support for those who are facing a terminal illness. Our personal care segment provides patients assistance with the essential activities of daily living. As of June 30, 2016, we owned and operated 328 Medicare-certified home health care centers, 79 Medicare-certified hospice care centers and nine personal-care care centers in 34 states within the United States and the District of Columbia.

#### Owned and Operated Care Centers

	<u>Home Health</u>	<u>Hospice</u>	<u>Personal Care</u>
At December 31, 2015	329 <sup>(1)</sup>	79	—
Acquisitions/Startups	—	—	9
Closed/Consolidated	(1)	—	—
At June 30, 2016	<u>328</u>	<u>79</u>	<u>9</u>

(1) Includes 15 home health care centers acquired from Infinity HomeCare on December 31, 2015.

#### Recent Developments

##### *Governmental Inquiries and Investigations and Other Litigation*

See Note 5 – Commitments and Contingencies to our condensed consolidated financial statements for additional information regarding our corporate integrity agreement and for a discussion of and updates regarding class action litigation and other legal proceeding and investigations we are involved in. No assurances can be given as to the timing or outcome of these items.

##### *Payment*

In July 2016, the Centers for Medicare and Medicaid Services ("CMS") issued a final rule to update hospice payment rates and the wage index for fiscal year 2017. CMS estimates hospices serving Medicare beneficiaries would see an estimated 2.1% increase in payments, which reflects a market basket update of 2.7%, reduced to reflect the Patient Protection and Affordable Care Act ("PPACA") mandated reductions of 0.6%. CMS will reimburse hospice providers with two routine home care rates, to provide separate payment rates for the first 60 days of care and care beyond 60 days, a change that was instituted in 2016. These regulations are effective on October 1, 2016.

In July 2016, CMS issued a proposed rule to update and revise Medicare home health reimbursement rates for the calendar year 2016. The final rule implements the fourth year of the four year phase-in of the rebasing adjustments to the home health PPS payment rates as required by the PPACA. In addition, CMS will decrease the national, standardized 60-day episode payment amount by 0.97% in 2017 and 2018 to account for nominal case-mix growth between 2012 and 2014. CMS also provides an update to the Home Health Quality Reporting Program. CMS estimates that the net impact of the payment provisions of the final rule will result in a decrease of 1.0% in reimbursement to home health providers. Our impact could differ depending on differences in the wage index and the impact of coding changes.

## [Table of Contents](#)

### Results of Operations

#### *Three-Month Period Ended June 30, 2016 Compared to the Three-Month Period Ended June 30, 2015*

##### Consolidated

The following table summarizes our results (amounts in millions):

	<b>For the Three-Month Periods Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>
Net service revenue	\$ 360.7	\$ 314.1
Gross margin, excluding depreciation and amortization	154.2	138.4
<i>% of revenue</i>	<i>42.8 %</i>	<i>44.1 %</i>
Other operating expenses	135.9	122.9
<i>% of revenue</i>	<i>37.7 %</i>	<i>39.1 %</i>
Operating income	18.3	15.5
Total other (expense) income, net	(0.3)	2.9
Income tax expense	(7.2)	(7.6)
<i>Effective income tax rate</i>	<i>40.0 %</i>	<i>41.0 %</i>
Net income	10.8	10.9
Net income attributable to noncontrolling interests	(0.1)	(0.2)
Net income attributable to Amedisys, Inc.	\$ 10.7	\$ 10.6

Our operating income increased \$3 million on a \$47 million increase in revenue. Our results for the three-month period June 30, 2016, include the results of an acquisition of 15 home health care centers (Infinity HomeCare) on December 31, 2015, and the addition of a personal care segment on March 1, 2016 with the acquisition of Associated Home Care. These two acquisitions accounted for \$22 million of our \$47 million increase in revenue and \$9 million of our \$13 million increase in other operating expenses. We have continued to experience strong admissions growth in both our home health and hospice operating segments. Our operating results were also impacted by an increase of approximately \$5 million in costs associated with our move to our new operating platform, Homecare Homebase (“HCHB”). Approximately \$3 million relates to implementation services provided by a third-party with the remaining \$2 million related to disruption in care center operations as well as additional corporate resources needed to support multiple systems. While we anticipate these costs to continue as we complete the roll-out, our care centers generally return to normal operating results approximately 60 to 90 days after implementation. We do expect a reduction in the costs associated with running multiple systems; however, it will not occur until we are fully implemented and transitioned to one operating system. Additionally, our results were impacted by approximately \$3 million as a result of the CMS rate cut.

Total other (expense) income, net for the three-month period ended June 30, 2015 includes a \$4 million gain from an equity method investment while interest expense decreased \$1 million during the three-month period ended June 30, 2016.



## Table of Contents

### Home Health Division

The following table summarizes our home health segment results:

	<b>For the Three-Month Periods Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>
<b>Financial Information (in millions):</b>		
Medicare	\$ 208.4	\$ 188.3
Non-Medicare	67.1	59.5
Net service revenue	275.5	247.8
Cost of service	160.3	142.3
Gross margin	115.2	105.5
Other operating expenses	77.4	67.1
Operating income	\$ 37.8	\$ 38.4
<b>Key Statistical Data:</b>		
<b>Medicare:</b>		
<i>Same Store Volume (1):</i>		
Revenue	4%	(1%)
Admissions	4%	0%
Recertifications	2%	(6%)
<i>Total (2):</i>		
Admissions	48,982	44,188
Recertifications	26,020	24,607
Completed episodes	74,027	67,702
Visits	1,315,417	1,203,648
Average revenue per completed episode (3)	\$ 2,850	\$ 2,828
Visits per completed episode (4)	17.7	17.5
<b>Non-Medicare:</b>		
<i>Same Store Volume (1):</i>		
Revenue	13%	16%
Admissions	2%	15%
Recertifications	12%	8%
<i>Total (2):</i>		
Admissions	24,237	23,792
Recertifications	9,640	8,637
Visits	515,062	482,689
<b>Total (2):</b>		
Cost per Visit	\$ 87.56	\$ 84.43
Visits	1,830,479	1,686,337

- (1) Same store Medicare and Non-Medicare revenue, admissions or recertifications growth (decline) is the percent increase (decrease) in our Medicare and Non-Medicare revenue, admissions or recertifications for the period as a percent of the Medicare and Non-Medicare revenue, admissions or recertifications of the prior period.
- (2) Total includes acquisitions.
- (3) Average Medicare revenue per completed episode is the average Medicare revenue earned for each Medicare completed episode of care which includes the impact of sequestration.
- (4) Medicare visits per completed episode are the home health Medicare visits on completed episodes divided by the home health Medicare episodes completed during the period.

### Operating Results

Overall, our operating income was flat on a \$28 million increase in revenue. The Infinity HomeCare acquisition accounted for \$12 million of our total revenue increase and \$4 million of other operating expenses. Our results have been negatively impacted by approximately \$3 million as a result of the CMS rate cut which became effective January 1, 2016 and by approximately \$2 million as the result of disruptions associated with the roll-out of HCHB.

### Net Service Revenue

Our Medicare revenue increased approximately \$20 million which includes approximately \$12 million from our Infinity HomeCare acquisition. The \$8 million increase in our same store care centers is due to an increase in both admissions and recertifications.

Our non-Medicare revenue increased \$8 million, with revenue from episodic payors increasing 18% while our revenue from per visit payors grew 10%. We continue to focus on contract payors with significant concentrations in our markets and those that add incremental margin to our operations as we continue to evaluate our portfolio of managed care contracts.



## Table of Contents

### Cost of Service, Excluding Depreciation and Amortization

Our cost of service increased \$18 million primarily as a result of a 9% increase in visits. The increase in cost per visit is primarily due to contractor utilization, higher health insurance expense and additional costs related to our HCHB roll-out.

### Other Operating Expenses

Other operating expenses increased \$10 million, which includes \$4 million related to Infinity HomeCare, as the result of increases in other care center related expenses, primarily salaries and benefits, travel and training expense and HCHB maintenance and hosting fees. In addition, our provision for doubtful accounts increased \$1 million.

### Hospice Division

The following table summarizes our hospice segment results:

	<u>For the Three-Month Periods Ended June 30,</u>	
	<u>2016</u>	<u>2015</u>
<b>Financial Information (in millions):</b>		
Medicare	\$ 71.3	\$ 62.5
Non-Medicare	4.5	3.8
Net service revenue	75.8	66.3
Cost of service	39.4	33.4
Gross margin	36.4	32.9
Other operating expenses	18.4	16.0
Operating income	\$ 18.0	\$ 16.9
<b>Key Statistical Data:</b>		
<i>Same Store Volume (1):</i>		
Medicare revenue	14%	10%
Non-Medicare revenue	15%	5%
Hospice admissions	18%	11%
Average daily census	16%	7%
<i>Total (2):</i>		
Hospice admissions	5,576	4,713
Average daily census	5,730	4,944
Revenue per day, net	\$ 145.40	\$ 147.53
Cost of service per day	\$ 75.69	\$ 74.07
Average length of stay	94	86

- (1) Same store Medicare and Non-Medicare revenue, Hospice admissions or average daily census growth (decline) is the percent increase (decrease) in our Medicare and Non-Medicare revenue, Hospice admissions or average daily census for the period as a percent of the Medicare and Non-Medicare revenue, Hospice admissions or average daily census of the prior period.
- (2) Total includes acquisitions.

### Operating Results

Overall, our operating income increased \$1 million on a \$10 million increase in revenue. Our results were impacted by the recording of an approximately \$1 million liability which reduced revenue related to ongoing litigation involving a Third Party Audit. See Note 5 – Commitments and Contingencies to our condensed consolidated financial statements for additional information regarding Third Party Audits.

### Net Service Revenue

Our hospice revenue increased \$10 million, primarily due to an increase in our average daily census as a result of an 18% increase in hospice admissions. Beginning January 1, 2016, CMS has provided for two separate payment rates for routine care: payments for the first 60 days of care and care beyond 60 days. In addition to the two routine rates, beginning January 1, 2016, Medicare is also reimbursing for a service intensity add-on (“SIA”). The SIA is based on visits made in the last seven days of life by a registered nurse (“RN”) or medical social worker (“MSW”) for patients in a routine level of care.

### Cost of Service, Excluding Depreciation and Amortization

Our hospice cost of service increased \$6 million as the result of a 16% increase in same store average daily census.

### Other Operating Expenses

Other operating expenses increased \$2 million due to increases in other care center related expenses, primarily salaries and benefits.

## Table of Contents

### Personal Care Division

On March 1, 2016, we acquired Associated Home Care, a personal care home health care company with nine care centers. Operating income related to our new personal care segment for the three-month period ended June 30, 2016 was less than \$1 million on net service revenue of \$9 million and cost of service of \$7 million; other operating expenses were approximately \$2 million.

### Corporate

The following table summarizes our corporate operating expenses:

<b>Financial Information (in millions):</b>	<b>For the Three-Month Periods Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>
Other operating expenses	\$ 34.7	\$ 36.8
Depreciation and amortization	3.1	3.0
Total	<u>\$ 37.8</u>	<u>\$ 39.8</u>

Corporate expenses consist of costs relating to our executive management and corporate and administrative support functions, primarily information services, accounting, finance, billing and collections, legal, compliance, risk management, procurement, marketing, clinical administration, training, human resources and administration. Corporate expenses for the three-month period ended June 30, 2015 include \$8 million in expenses related to the settlement of our Wage and Hour litigation. Excluding this item, other operating expenses have increased approximately \$6 million. The increase includes approximately \$3 million in corporate support expenses related to acquisitions and \$3 million related to HCHB implementation costs.

### **Six-Month Period Ended June 30, 2016 Compared to the Six-Month Period Ended June 30, 2015**

#### Consolidated

The following table summarizes our results (amounts in millions):

	<b>For the Six-Month Periods Ended June 30,</b>	
	<b>2016</b>	<b>2015</b>
Net service revenue	\$ 709.5	\$ 615.7
Gross margin, excluding depreciation and amortization	301.2	269.0
<i>% of revenue</i>	42.5 %	43.7 %
Other operating expenses	271.8	236.4
<i>% of revenue</i>	38.3 %	38.4 %
Asset impairment charge	—	75.2
Operating income (loss)	<u>29.4</u>	<u>(42.6)</u>
Total other (expense) income, net	(0.6)	4.6
Income tax (expense) benefit	(11.6)	14.0
<i>Effective income tax rate</i>	<u>40.4 %</u>	<u>(36.9 %)</u>
Net income	<u>17.2</u>	<u>(24.0)</u>
Net income attributable to noncontrolling interests	<u>(0.2)</u>	<u>(0.4)</u>
Net income (loss) attributable to Amedisys, Inc.	<u>\$ 16.9</u>	<u>\$ (24.4)</u>

Our operating income, excluding the \$75 million non-cash asset impairment charge recorded during the three-month period ended March 31, 2015, related to software costs incurred for the development of AMS3 in 2015, decreased \$3 million on a \$94 million increase in revenue. Our results for the six-month period June 30, 2016, include the results of Infinity HomeCare and Associated Home Care. These two acquisitions accounted for \$39 million of our \$94 million increase in revenue and \$18 million of our \$35 million increase in other operating expenses. Our operating results were also impacted by an increase of approximately \$9 million in costs associated with our move to HCHB. Approximately \$5 million relates to implementation services provided by a third party with the remaining \$4 million related to disruption in care center operations as well as additional corporate resources to support multiple systems. While we anticipate these costs to continue as we complete the roll-out, our care centers generally return to normal operating results approximately 60 to 90 days after implementation. We do expect a reduction in the costs associated with running multiple systems; however, it will not occur until we are fully implemented and transitioned to one operating system. Additionally, our results were impacted by approximately \$6 million as a result of the CMS rate cut.

Total other (expense) income, net for the six-month period ended June 30, 2015 includes a \$5 million gain from an equity method investment while interest expense decreased \$2 million during the six-month period ended June 30, 2016.

## Table of Contents

### Home Health Division

The following table summarizes our home health segment results:

	For the Six-Month Periods Ended June 30,	
	2016	2015
<b>Financial Information (in millions):</b>		
Medicare	\$ 415.2	\$ 375.5
Non-Medicare	133.0	113.7
Net service revenue	548.2	489.2
Cost of service	321.1	281.0
Gross margin	227.1	208.2
Other operating expenses	153.1	134.0
Operating income	\$ 74.0	\$ 74.2
<b>Key Statistical Data:</b>		
<b>Medicare:</b>		
<i>Same Store Volume (1):</i>		
Revenue	4%	2%
Admissions	4%	1%
Recertifications	3%	(3%)
<i>Total (2):</i>		
Admissions	99,400	89,539
Recertifications	52,043	48,966
Completed episodes	146,059	133,013
Visits	2,626,788	2,371,898
Average revenue per completed episode (3)	\$ 2,831	\$ 2,811
Visits per completed episode (4)	17.6	17.4
<b>Non-Medicare:</b>		
<i>Same Store Volume (1):</i>		
Revenue	17%	18%
Admissions	6%	16%
Recertifications	17%	12%
<i>Total (2):</i>		
Admissions	49,804	46,941
Recertifications	19,466	16,625
Visits	1,043,031	920,154
<b>Total (2):</b>		
Cost per Visit	\$ 87.51	\$ 85.36
Visits	3,669,819	3,292,052

- (1) Same store Medicare and Non-Medicare revenue, admissions or recertifications growth (decline) is the percent increase (decrease) in our Medicare and Non-Medicare revenue, admissions or recertifications for the period as a percent of the Medicare and Non-Medicare revenue, admissions or recertifications of the prior period.
- (2) Total includes acquisitions.
- (3) Average Medicare revenue per completed episode is the average Medicare revenue earned for each Medicare completed episode of care which includes the impact of sequestration.
- (4) Medicare visits per completed episode are the home health Medicare visits on completed episodes divided by the home health Medicare episodes completed during the period.

### Operating Results

Overall, our operating income remained flat as gross margin and other operating expenses increased \$19 million. These results are inclusive of Infinity HomeCare which accounted for \$26 million of our total revenue increase and \$9 million of other operating expenses. Our results have been negatively impacted by approximately \$6 million related to the CMS rate cut which became effective January 1, 2016 and approximately \$3 million as the result of disruptions associated with the roll-out of HCHB.

### Net Service Revenue

Our Medicare revenue increase of approximately \$40 million is due to higher volumes. Medicare revenue from care centers acquired from Infinity HomeCare was approximately \$26 million. The impact of the rate cut was approximately \$6 million.

Our non-Medicare revenue increased \$19 million, with revenue from episodic payors increasing 15% while our revenue from per visit payors grew 18%. We continue to focus on contract payors with significant concentrations in our markets and those that add incremental margin to our operations as we continue to evaluate our portfolio of managed care contracts.



## Table of Contents

### Cost of Service, Excluding Depreciation and Amortization

Our cost of service increased \$40 million primarily as a result of an 11% increase in visits. The increase in cost per visit is primarily due to contractor utilization, higher health insurance expense and additional costs related to our HCHB roll-out.

### Other Operating Expenses

Other operating expenses increased \$19 million due to increases in other care center related expenses, primarily salaries and benefits and travel and training expense. In addition, our provision for doubtful accounts increased \$2 million. Other operating expenses related to care centers acquired from Infinity HomeCare were approximately \$9 million.

### Hospice Division

The following table summarizes our hospice segment results:

	<u>For the Six-Month Periods Ended June 30,</u>	
	<u>2016</u>	<u>2015</u>
<b>Financial Information (in millions):</b>		
Medicare	\$ 140.0	\$ 118.9
Non-Medicare	8.8	7.6
Net service revenue	148.8	126.5
Cost of service	78.2	65.7
Gross margin	70.6	60.8
Other operating expenses	36.3	31.2
Operating income	\$ 34.3	\$ 29.6
<b>Key Statistical Data:</b>		
<i>Same Store Volume (1):</i>		
Medicare revenue	18%	6%
Non-Medicare revenue	15%	9%
Hospice admissions	19%	9%
Average daily census	19%	4%
<i>Total (2):</i>		
Hospice admissions	11,006	9,277
Average daily census	5,618	4,744
Revenue per day, net	\$ 145.52	\$ 147.39
Cost of service per day	\$ 76.51	\$ 76.47
Average length of stay	95	88

- (1) Same store Medicare and Non-Medicare revenue, Hospice admissions or average daily census growth (decline) is the percent increase (decrease) in our Medicare and Non-Medicare revenue, Hospice admissions or average daily census for the period as a percent of the Medicare and Non-Medicare revenue, Hospice admissions or average daily census of the prior period.
- (2) Total includes acquisitions.

### Operating Results

Overall, our operating income increased \$5 million on a \$10 million increase in gross margin and a \$5 million increase in other operating expenses.

### Net Service Revenue

Our hospice revenue increased \$22 million, primarily due to an increase in our average daily census as a result of a 19% increase in hospice admissions.

### Cost of Service, Excluding Depreciation and Amortization

Our hospice cost of service increased \$12 million as the result of a 19% increase in same store average daily census.

### Other Operating Expenses

Other operating expenses increased \$5 million due to increases in other care center related expenses, primarily salaries and benefits.

### Personal Care Division

Operating income related to our new personal care segment for the six-month period ended June 30, 2016 was \$1 million on net service revenue of



\$13 million and cost of service of \$9 million; other operating expenses were approximately \$3 million.

## Table of Contents

### Corporate

The following table summarizes our corporate operating expenses:

	For the Six-Month Periods Ended June 30,	
	2016	2015
<b>Financial Information (in millions):</b>		
Other operating expenses	\$ 73.7	\$ 63.6
Depreciation and amortization	6.0	7.6
Total before impairment (1)	<u>\$ 79.7</u>	<u>\$ 71.2</u>

(1) Total of \$146.4 million on a GAAP basis for the six-month period ended June 30, 2015 (including \$75.2 million asset impairment charge).

Excluding the asset impairment charge and the \$8 million Wage and Hour Litigation settlement in 2015, corporate expenses increased \$16 million which is inclusive of \$7 million related to our acquisition activity (including acquired corporate support and other acquisition costs), \$5 million related to HCHB implementation, \$1 million in HCHB maintenance and hosting costs, \$2 million related to various legal matters and \$1 million in severance costs.

### **Liquidity and Capital Resources**

#### **Cash Flows**

The following table summarizes our cash flows for the periods indicated (amounts in millions):

	For the Six-Month Periods Ended June 30,	
	2016	2015
Cash provided by operating activities	\$ 26.9	\$ 57.0
Cash used in investing activities	(37.7)	(11.8)
Cash used in financing activities	(6.7)	(20.0)
Net (decrease) increase in cash and cash equivalents	(17.5)	25.2
Cash and cash equivalents at beginning of period	27.5	8.0
Cash and cash equivalents at end of period	<u>\$ 10.0</u>	<u>\$ 33.2</u>

Cash provided by operating activities decreased \$30.1 million during 2016 compared to 2015 primarily due to a decrease in our cash collections relative to our growth in accounts receivable. For additional information regarding our operating performance, see “Results of Operations” and “Outstanding Patient Accounts Receivable”. The recognition of the asset impairment charges of \$75.2 million, which resulted in the net loss for the six-month period ended June 30, 2015, is a non-cash item and therefore had no impact on our cash flow from operations.

Cash used in investing activities increased \$25.9 million during 2016 compared to 2015 primarily due to our acquisition activity of \$27.6 million.

Cash used in financing activities decreased \$13.3 million during 2016 compared to 2015 primarily due to an increase in proceeds from our revolving line of credit, offset by repurchases of company stock pursuant to our stock repurchase program.

#### **Liquidity**

Typically, our principal source of liquidity is the collection of our patient accounts receivable, primarily through the Medicare program. In addition to our collection of patient accounts receivable, from time to time, we can and do obtain additional sources of liquidity by the incurrence of additional indebtedness.

During the six-month period ended June 30, 2016, we spent \$9.9 million in capital expenditures as compared to \$16.7 million during the six-month period ended June 30, 2015. Our capital expenditures for 2016 are expected to be approximately \$20.0 - \$25.0 million.

As of June 30, 2016, we had \$10.0 million in cash and cash equivalents and \$176.1 million in availability under our \$200.0 million Revolving Credit Facility. Based on our operating forecasts and our new debt service requirements, we believe we will have sufficient liquidity to fund our operations, capital requirements and debt service requirements.

#### **Outstanding Patient Accounts Receivable**

Our net patient accounts receivable increased \$27.2 million from December 31, 2015 to June 30, 2016. Our cash collection as a percentage of revenue was 97.5% and 99.9% for the six-month periods ended June 30, 2016 and 2015, respectively. Our days revenue outstanding, net at June 30, 2016 was 37.2 days which is an increase of 5.3 days from December 31, 2015 and a decrease of 1.7 days from March 31, 2016. We have experienced a slowdown in collections primarily as the result of our shift from our legacy platforms (AMS2 and AMS3) to HCHB. We anticipate further reductions

in days revenue outstanding once we complete our HCHB implementation and are completely off our legacy system. Our days revenue outstanding, net at December 31, 2015 does not include the Infinity HomeCare acquisition.

## Table of Contents

Our patient accounts receivable includes unbilled receivables and are aged based upon our initial service date. We monitor unbilled receivables on a care center by care center basis to ensure that all efforts are made to bill claims within timely filing deadlines. Our unbilled patient accounts receivable can be impacted by acquisition activity, probe edits or regulatory changes which result in additional information or procedures needed prior to billing. The timely filing deadline for Medicare is one year from the date the episode was completed, varies by state for Medicaid-reimbursable services and varies among insurance companies and other private payors.

Our provision for estimated revenue adjustments (which is deducted from our service revenue to determine net service revenue) and provision for doubtful accounts were as follows for the periods indicated (amounts in millions). We fully reserve for both our Medicare and other patient accounts receivable that are aged over 365 days.

	For the Three-Month Periods Ended June 30,		For the Six-Month Periods Ended June 30,	
	2016	2015	2016	2015
Provision for estimated revenue adjustments	\$ 2.6	\$ 1.1	\$ 4.3	\$ 2.6
Provision for doubtful accounts	4.2	2.7	8.2	5.7
<b>Total</b>	<b>\$ 6.8</b>	<b>\$ 3.8</b>	<b>\$ 12.5</b>	<b>\$ 8.3</b>
As a percent of revenue	1.9%	1.2%	1.8%	1.3%

The following schedules detail our patient accounts receivable, net of estimated revenue adjustments, by payor class, aged based upon initial date of service (amounts in millions, except days revenue outstanding, net):

	0-90	91-180	181-365	Over 365	Total
<b>At June 30, 2016:</b>					
Medicare patient accounts receivable, net (1)	\$79.5	\$ 10.1	\$ —	\$ —	\$ 89.6
Other patient accounts receivable:					
Medicaid	14.1	5.8	1.9	—	21.8
Private	36.6	10.0	7.1	3.0	56.7
Total	\$50.7	\$ 15.8	\$ 9.0	\$ 3.0	\$ 78.5
Allowance for doubtful accounts (2)					(15.9)
Non-Medicare patient accounts receivable, net					\$ 62.6
<b>Total patient accounts receivable, net</b>					<b>\$152.2</b>
Days revenue outstanding, net (3)					37.2
<b>At December 31, 2015:</b>					
Medicare patient accounts receivable, net (1)	\$73.5	\$ 7.0	\$ (0.4)	\$ —	\$ 80.1
Other patient accounts receivable:					
Medicaid	12.4	1.7	0.9	—	15.0
Private	31.2	8.1	5.1	2.0	46.4
Total	\$43.6	\$ 9.8	\$ 6.0	\$ 2.0	\$ 61.4
Allowance for doubtful accounts (2)					(16.5)
Non-Medicare patient accounts receivable, net					\$ 44.9
<b>Total patient accounts receivable, net</b>					<b>\$125.0</b>
Days revenue outstanding, net (3)					31.9

## Table of Contents

- (1) The following table summarizes the activity and ending balances in our estimated revenue adjustments (amounts in millions), which is recorded to reduce our Medicare outstanding patient accounts receivable to their estimated net realizable value, as we do not estimate an allowance for doubtful accounts for our Medicare claims.

	<b>For the Three-Month Period Ended June 30, 2016</b>	<b>For the Three-Month Period Ended December 31, 2015</b>	<b>For the Six-Month Period Ended June 30, 2016</b>	<b>For the Six-Month Period Ended December 31, 2015</b>
Balance at beginning of period	\$ 3.4	\$ 3.8	\$ 4.0	\$ 3.7
Provision for estimated revenue adjustments	2.6	2.1	4.3	3.6
Write offs	(2.0)	(1.9)	(4.3)	(3.3)
Balance at end of period	<u>\$ 4.0</u>	<u>\$ 4.0</u>	<u>\$ 4.0</u>	<u>\$ 4.0</u>

Our estimated revenue adjustments were 4.3% and 4.8% of our outstanding Medicare patient accounts receivable at June 30, 2016 and December 31, 2015, respectively.

- (2) The following table summarizes the activity and ending balances in our allowance for doubtful accounts (amounts in millions), which is recorded to reduce only our Medicaid and private payer outstanding patient accounts receivable to their estimated net realizable value.

	<b>For the Three-Month Period Ended June 30, 2016</b>	<b>For the Three-Month Period Ended December 31, 2015</b>	<b>For the Six-Month Period Ended June 30, 2016</b>	<b>For the Six-Month Period Ended December 31, 2015</b>
Balance at beginning of period	\$ 16.7	\$ 14.7	\$ 16.5	\$ 14.2
Provision for doubtful accounts	4.2	4.7	8.2	8.3
Write offs	(5.0)	(2.9)	(8.8)	(6.0)
Balance at end of period	<u>\$ 15.9</u>	<u>\$ 16.5</u>	<u>\$ 15.9</u>	<u>\$ 16.5</u>

Our allowance for doubtful accounts was 20.3% and 26.9% of our outstanding Medicaid and private patient accounts receivable at June 30, 2016 and December 31, 2015, respectively.

- (3) Our calculation of days revenue outstanding, net is derived by dividing our ending net patient accounts receivable (i.e., net of estimated revenue adjustments and allowance for doubtful accounts) at June 30, 2016 and December 31, 2015 by our average daily net patient revenue for the three-month periods ended June 30, 2016 and December 31, 2015, respectively.

## **Indebtedness**

Our weighted average interest rate for our \$100.0 million Term Loan under our Credit Agreement, was 2.4% for the three and six-month periods ended June 30, 2016, respectively. Our weighted average interest rate for our \$200.0 million Revolving Credit Facility was 3.3% and 3.2% for the three and six-month periods ended June 30, 2016, respectively.

As of June 30, 2016, our consolidated leverage ratio was 1.0, our consolidated fixed charge coverage ratio was 4.1 and we are in compliance with our Credit Agreement.

As of June 30, 2016, our availability under our \$200.0 million Revolving Credit Facility was \$176.1 million as we had \$23.9 million outstanding in letters of credit.

See Note 4 to our condensed consolidated financial statements and Note 7 of the financial statements included in our Form 10-K for additional details on our outstanding long-term obligations.

## **Stock Repurchase Program**

During the three-month period ended March 31, 2016, pursuant to our stock repurchase program, we repurchased 324,141 shares of our common stock at a weighted average price of \$37.96 per share and a total cost of approximately \$12.3 million. The repurchased shares are classified as treasury shares. We did not repurchase any shares pursuant to this stock repurchase program during the three-month period ended June 30, 2016.

## **Inflation**

We do not believe inflation has significantly impacted our results of operations.

## **Critical Accounting Estimates**

See Part II, Item 7 – Critical Accounting Estimates and our consolidated financial statements and related notes in Part II, Item 8 of our 2015 Annual Report on Form 10-K, for accounting policies and related estimates we believe are the most critical to understanding our condensed consolidated financial statements, financial condition and results of operations and which require complex management

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## [Table of Contents](#)

judgment and assumptions, or involve uncertainties. These critical accounting estimates include: revenue recognition, patient accounts receivable, insurance, goodwill and other intangible assets and income taxes. There have not been any changes to our significant accounting policies or their application since we filed our 2015 Annual Report on Form 10-K.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risk from fluctuations in interest rates. Our Revolving Credit Facility and Term Loan carry a floating interest rate which is tied to the Eurodollar rate (*i.e.* LIBOR) and the Prime Rate, and therefore, our condensed consolidated statements of operations and our condensed consolidated statements of cash flows will be exposed to changes in interest rates. As of June 30, 2016, the total amount of outstanding debt subject to interest rate fluctuations was \$97.5 million. A 1.0% interest rate change would cause interest expense to change by approximately \$1.0 million annually.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

We have established disclosure controls and procedures which are designed to provide reasonable assurance of achieving their objectives and to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 as amended (the “Exchange Act”) is recorded, processed, summarized, disclosed and reported within the time periods specified in the SEC’s rules and forms. This information is also accumulated and communicated to our management and Board of Directors to allow timely decisions regarding required disclosure.

In connection with the preparation of this Quarterly Report on Form 10-Q, as of June 30, 2016, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures, as such term is defined under Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act.

Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of June 30, 2016, the end of the period covered by this Quarterly Report.

#### **Changes in Internal Controls**

During 2015, we began the implementation of Homecare Homebase (“HCHB”) with a total of 291 care centers on HCHB as of June 30, 2016. The Company has included the changes to processes, information technology systems and other components of internal controls over financial reporting as part of its ongoing implementation activities as part of its review of internal controls over financial reporting.

There have been no changes in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that have occurred during the quarter ended June 30, 2016 that have materially impacted, or are reasonably likely to materially impact, our internal control over financial reporting.

#### ***Inherent Limitations on Effectiveness of Controls***

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls or our internal controls over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls’ effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies and procedures. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and, based on an evaluation of our controls and procedures, our principal executive officer and our principal financial officer concluded our disclosure controls and procedures were effective at a reasonable assurance level as of June 30, 2016, the end of the period covered by this Quarterly Report.

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## [Table of Contents](#)

### PART II. OTHER INFORMATION

#### ITEM 1. LEGAL PROCEEDINGS

See Note 5 to the condensed consolidated financial statements for information concerning our legal proceedings.

#### ITEM 1A. RISK FACTORS

In addition to other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors included in Part I, Item 1A. – Risk Factors of our Annual Report on Form 10-K. These risk factors could materially impact our business, financial condition and/or operating results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely impact our business, financial condition and/or operating results.

#### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides the information with respect to purchases made by us of shares of our common stock during each of the months during the three-month period ended June 30, 2016:

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs
April 1, 2016 to April 30, 2016	103,066	\$ 48.73	—	\$ —
May 1, 2016 to May 31, 2016	18,783	52.62	—	—
June 1, 2016 to June 30, 2016	5,501	52.56	—	—
	<u>127,350</u> <sup>(1)</sup>	<u>\$ 49.47</u>	<u>—</u>	<u>\$ —</u>

(1) Includes shares of common stock surrendered to us by certain employees to satisfy tax withholding obligations in connection with the vesting of non-vested stock previously awarded to such employees under our 2008 Omnibus Incentive Compensation Plan.

#### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

#### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

#### ITEM 5. OTHER INFORMATION

None.

## Table of Contents

### ITEM 6. EXHIBITS

The exhibits marked with the cross symbol (†) are filed and the exhibits marked with a double cross (††) are furnished with this Form 10-Q. Any exhibits marked with the asterisk symbol (\*) are management contracts or compensatory plans or arrangements filed pursuant to Item 601(b)(10)(iii) of Regulation S-K.

<b>Exhibit Number</b>	<b>Document Description</b>	<b>Report or Registration Statement</b>	<b>SEC File or Registration Number</b>	<b>Exhibit or Other Reference</b>
3.1	Composite of Certificate of Incorporation of the Company inclusive of all amendments through June 14, 2007	The Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007	0-24260	3.1
3.2	Composite of By-Laws of the Company inclusive of all amendments through April 20, 2016	The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016	0-24260	3.2
†10.1*	Employment Agreement dated as of May 2, 2016, between Amedisys, Inc. and Jeffrey D. Jeter			
†31.1	Certification of Paul B. Kusserow, President and Chief Executive Officer (principal executive officer), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			
†31.2	Certification of Ronald A. LaBorde, Vice Chairman and Chief Financial Officer (principal financial officer), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002			
††32.1	Certification of Paul B. Kusserow, President and Chief Executive Officer (principal executive officer), pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002			
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†101.SCH	XBRL Taxonomy Extension Schema Document			
†101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document			
†101.DEF	XBRL Taxonomy Extension Definition Linkbase			
†101.LAB	XBRL Taxonomy Extension Labels Linkbase Document			
†101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document			



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[Table of Contents](#)

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMEDISYS, INC.  
(Registrant)

By: \_\_\_\_\_ /s/ SCOTT G. GINN  
**Scott G. Ginn,**  
**Principal Accounting Officer and**  
**Duly Authorized Officer**

Date: August 3, 2016

## Table of Contents

### EXHIBIT INDEX

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†101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document			

32

[\(Back To Top\)](#)

## Section 2: EX-10.1 (EX-10.1)

Exhibit 10.1

### EMPLOYMENT AGREEMENT

This Employment Agreement is entered into as of the date of the last signature affixed hereto, by and between Amedisys, Inc., a Delaware corporation ("Amedisys" or "the Company"), and Jeffrey Jeter ("Employee"). Amedisys and Employee specifically desire to void and cancel any prior employment agreements between the parties. This Agreement supersedes any prior agreements entered into between the parties.

In consideration of the mutual promises and covenants set forth herein, and other good and valuable consideration, the sufficiency of which is hereby acknowledged, Amedisys and Employee hereby agree as follows:

**Position of Employment.** The Company will initially employ the Employee in the position of Chief Compliance Officer of Amedisys. In that position, Employee will report to the Chief Executive Officer of Amedisys. Amedisys retains the right to change Employee's title, duties, and reporting relationships as may be determined to be in the best interests of the Company.

**Term of Employment Agreement.** The term of Employee's employment with Amedisys shall continue through August 1, 2017 (the "Termination Date"), unless:

Employee's employment is terminated by either party in accordance with the terms of this Employment Agreement; or

Such term of employment is extended or shortened by a subsequent agreement duly executed by each of the parties to this Employment Agreement, in which case such employment shall be subject to the terms and conditions contained in the subsequent written agreement.

#### **Compensation and Benefits.**

**Base Salary.** Beginning April 1, 2016, Employee shall be paid a base salary of \$390,625.00 (three hundred and ninety thousand, six hundred and twenty-five thousand dollars and zero cents) annually ("Base Salary"), subject to applicable federal, state, and local withholding, such Base Salary to be paid to Employee on a bi-weekly pay schedule.

**Incentive and Deferred Compensation.** Employee will receive a lump sum incentive bonus in the amount of \$125,000.00 (one hundred and twenty-five thousand dollars and zero cents), subject to applicable federal, state, and local withholding, for the 2015 performance period on March 11, 2016. All restricted stock units and stock options will vest per the terms of the Employee's Equity Award Agreements. After August 1, 2017, any unvested restricted stock unit or unvested stock option awards will be forfeited. Employee will be ineligible to participate in any other incentive compensation programs.

**Employee Benefits.** Employee shall be eligible to participate in all employee benefit plans in which other Amedisys executives or officers participate. The terms and conditions of Employee's participation in Amedisys' employee benefit plans, policies, programs, or perquisites shall be governed by the terms of each such plan, policy, or program.

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**Duties and Performance.** The Employee acknowledges and agrees that he is being offered a position of employment by the Company with the understanding that the Employee possesses a unique set of skills, abilities, and experiences which will benefit the Company, and he agrees that his continued employment with the Company, whether during the term of this Employment Agreement or thereafter, is contingent upon his successful performance of his duties in his position as noted above, or in such other position to which he may be assigned.

**General Duties.**

Employee shall render to the very best of Employee's ability, on behalf of the Company, services to and on behalf of the Company, and shall undertake diligently all duties assigned to him by the Company.

Through July 31, 2016, Employee shall devote his full time, energy and skill to the performance of the services in which the Company is engaged, at such time and place as the Company may direct. Employee shall not undertake, either as an owner, director, shareholder, employee or otherwise, the performance of services for compensation (actual or expected) for any other entity without the express written consent of the Chief Human Resources Officer. Employee and Company agree that Employee will cease active work on August 1, 2016, and from that date through the Termination Date, the Employee shall be treated as on an authorized paid leave of absence.

Employee shall faithfully and industriously assume and perform with skill, care, diligence and attention all responsibilities and duties connected with his employment on behalf of the Company.

**Termination of Employment.** Employee's employment with the Company may be terminated, prior to the Termination Date, in accordance with any of the following provisions:

1. **Termination by Employee.** The Employee may terminate his employment at any time during the course of this Agreement by giving 30 days' notice in writing to the Chief Human Resources Officer of Amedisys. During the notice period, Employee must fulfill all his duties and responsibilities set forth above and use his best efforts to train and support his replacement, if any. Failure to comply with this requirement may result in Termination for Cause described below, but otherwise Employee's salary and benefits will remain unchanged during the notification period.
2. **Termination by the Company For Cause.** The Company may, at any time and without notice, terminate the Employee for "cause." Termination by the Company of the Employee for "cause" shall include termination based on any of the following grounds: (a) fraud, misappropriation, embezzlement or acts of similar dishonesty; (b) conviction of a felony; (c) illegal use of drugs or excessive use of alcohol in the workplace; (d) intentional and willful misconduct that may subject the Company to criminal or civil liability; (e) breach of the Employee's duty of loyalty, including the diversion or

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usurpation of corporate opportunities properly belonging to the Company; (f) willful disregard of Company policies and procedures; (g) breach of any of the material terms of this Agreement; and (h) insubordination or deliberate refusal to follow the instructions of the Chief Executive Officer of Amedisys.

3. **Termination By Death or Disability.** The Employee's employment and rights to compensation under this Employment Agreement shall terminate if the Employee is unable to perform the duties of his position due to death or disability lasting more than 90 days, and the Employee's heirs, beneficiaries, successors, or assigns shall not be entitled to any of the compensation or benefits to which Employee is entitled under this Agreement, except: (a) to the extent specifically provided in this Employment Agreement (b) to the extent required by law; or (c) to the extent that such benefit plans or policies under which Employee is covered provide a benefit to the Employee's heirs, beneficiaries, successors, or assigns.

**Confidentiality.** Employee agrees that at all times during Employee's employment and following the conclusion of Employee's employment, whether voluntary or involuntary, Employee will hold in strictest confidence and not disclose Confidential Information (as defined below) to anyone who is not also an employee of the Company or to any employee of the Company who does not also have access to such Confidential Information, without express written authorization of the Chief Executive Officer of the Company. "Confidential Information" shall mean any trade secrets or Company proprietary information, including but not limited to processes, formulas, customer lists, inventions, experimental developments, research projects, operating methods, cost, pricing, financial data, business plans and proposals, data and information the Company receives in confidence from any other party, or any other secret or confidential matters of the Company. Additionally, Employee will not use any Confidential Information for Employee's own benefit or to the detriment of the Company during Employee's employment or thereafter.

**Expenses.** The Company shall pay or reimburse Employee for any expenses reasonably incurred by him in furtherance of his duties hereunder, including expenses for entertainment, travel, meals and hotel accommodations, upon submission by him of vouchers or receipts maintained and provided to the Company in compliance with such rules and policies relating thereto as the Company may from time to time adopt.

#### **General Provisions.**

**Notices.** All notices and other communications required or permitted by this Agreement to be delivered by Amedisys or Employee to the other party shall be delivered in writing to the address shown below, either personally or by registered, certified or express mail, return receipt requested, postage prepaid, to the address for such party specified below or to such other address as the party may from time to time advise the other party, and shall be deemed given and received as of actual personal delivery, on the first business day after the date of delivery shown on any such facsimile transmission or upon the date or actual receipt shown on any return receipt if registered, certified or express mail is used, as the case may be.

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Amedisys:

Amedisys, Inc.  
Attention: Larry Pernosky  
5959 S. Sherwood Forest Blvd.  
Baton Rouge, LA 70816

Employee:

Jeffrey Jeter  
17122 N. Lakeway Ave.  
Baton Rouge, LA 70810

**Amendments and Termination; Entire Agreement.** This Agreement may not be amended or terminated except by a writing executed by all of the parties hereto. This Agreement constitutes the entire agreement of Amedisys and Employee relating to the subject matter hereof and supersedes all prior oral and written understandings and agreements relating to such subject matter. No further remuneration of any type shall be due to the employee other than what is set forth in this Agreement.

**Successors and Assigns.** The rights and obligations of the parties hereunder are not assignable to another person without prior written consent; provided, however, that Amedisys, without obtaining Employee's consent, may assign its rights and obligations hereunder to a wholly-owned subsidiary and provided further that any post-employment restrictions shall be assignable by Amedisys to any entity which purchases all or substantially all of the Company's assets.

**Severability; Provisions Subject to Applicable Law.** All provisions of this Agreement shall be applicable only to the extent that they do not violate any applicable law, and are intended to be limited to the extent necessary so that they will not render this Agreement invalid, illegal or unenforceable under any applicable law. If any provision of this Agreement or any application thereof shall be held to be invalid, illegal or unenforceable, the validity, legality and enforceability of other provisions of this Agreement or of any other application of such provision shall in no way be affected thereby.

**No Further Liability; Release.** At the time of Employee's termination of employment, Employee agrees to execute a release that fully discharges and releases the Company and its directors, officers, employees, subsidiaries, affiliates, stockholders, successors, assigns, agents and representatives from any further obligation or liability with respect to Employee's rights under this Agreement. Employee further agrees to execute and deliver a release in a form satisfactory to the Company, within such time following his termination of employment as will permit the release to become irrevocable.

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**Waiver of Rights.** No waiver by Amedisys or Employee of a right or remedy hereunder shall be deemed to be a waiver of any other right or remedy or of any subsequent right or remedy of the same kind.

**Definitions; Headings; and Number.** A term defined in any part of this Employment Agreement shall have the defined meaning wherever such term is used herein. The headings contained in this Agreement are for reference purposes only and shall not affect in any manner the meaning or interpretation of this Employment Agreement. Where appropriate to the context of this Agreement, use of the singular shall be deemed also to refer to the plural, and use of the plural to the singular.

**Governing Laws and Forum.** This Agreement shall be governed by, construed, and enforced in accordance with the laws of the Louisiana. The parties hereto further agree that any action brought to enforce any right or obligation under this Agreement shall be subject to the exclusive jurisdiction of the courts of the Louisiana.

**Section 409A.** This agreement is not intended to provide for the payment of any “deferred compensation” within the meaning of section 409A of the Internal Revenue Code of 1986, as amended (the “Code”). To the extent it would not adversely impact the Company, the Company agrees to interpret, apply and administer this Agreement in accordance with such intention and in the least restrictive manner necessary to comply with such requirements (to the extent applicable) and without resulting in any diminution in value of the payments or benefits to Employee or Employee incurring any tax under Section 409A of the Code.

**Resolution of Disputes.** In the event that a Party to this Agreement has any claim, right or cause of action against another Party to this Agreement, which the Parties are unable to settle by agreement between themselves, such claim, right or cause of action, to the extent that the relief sought by such Party is for monetary damages or awards, will be determined by arbitration in accordance with the provisions of this Section. Except as provided in this Section, the arbitration will be conducted in accordance with the rules of the American Arbitration Association (the “AAA”). The arbitration and all arbitration proceedings shall be kept confidential.

(a) The Party claiming a cause of action or breach of this Agreement shall first provide the other Party with written notice of the breach. If the breach is not remedied within 15 days of said notice, the Party claiming the breach may request arbitration by serving upon the other a demand therefor, in writing, specifying the matter to be submitted to arbitration, and nominating a competent disinterested person to act as an arbitrator. Within 15 days after receipt of such written demand and nomination, the other Party will, in writing, nominate a competent disinterested person, and the two arbitrators so designated will, within 15 days thereafter, select a third arbitrator. The three arbitrators will give immediate written notice of such selection to the Parties and will fix in said notice a time and place of the meeting of the arbitrators which will be in Baton Rouge, Louisiana, where all proceedings will be conducted, and will be held as soon as conveniently possible (but in no event later than 45 days after the appointment of the third arbitrator), at which time and place the Parties to the controversy will appear and be heard with respect to the right, claim or cause of action. In case the notified Party or Parties will fail to make a selection upon notice within the time period specified, the Party asserting such claim will

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appoint an arbitrator on behalf of the notified Party. In the event that the first two arbitrators selected will fail to agree upon a third arbitrator within 15 days after their selection, then such arbitrator may, upon application made by either of the Parties to the controversy, be appointed by the AAA.

(b) Each Party will present such testimony, examinations and investigations in accordance with such procedures and regulations as may be determined by the arbitrators and will also recommend to the arbitrators a monetary award to be adopted by the arbitrators as the complete disposition of such claim, right or cause of action. After hearing the Parties in regard to the matter in dispute, the arbitrators will make their determination with respect to such claim, right or cause of action, within 30 days of the completion of the examination, by majority decision signed in writing (together with a brief written statement of the reasons for adopting such recommendation), and will deliver such written determination to each of the Parties. The decision of said arbitrators, absent fraud, duress or manifest error, will be final and binding upon the Parties to such controversy and may be enforced in any court of competent jurisdiction. The arbitrators may consult with and engage disinterested third parties to advise the arbitrators. The arbitrators shall not award any punitive damages. If any of the arbitrators selected hereunder should die, resign or be unable to perform his or her duties hereunder, the remaining arbitrators or the AAA shall select a replacement arbitrator. The procedure set forth in this Section for selecting the arbitrators shall be followed from time to time as necessary. As to any claim, controversy, dispute or disagreement that under the terms hereof is made subject to arbitration, no lawsuit based on such matters shall be instituted by any of the Parties, other than to compel arbitration proceedings or enforce the award of a majority of the arbitrators. All privileges under Louisiana and federal law, including attorney-client and work-product privileges, shall be preserved and protected to the same extent that such privileges would be protected in a federal court proceeding applying Louisiana law.

(c) The Company shall be responsible for advancing the cost of the arbitrators as well as the other costs of the arbitration. Each Party will pay the fees and expenses of its own counsel, except that with respect to those claims for which Employee is ultimately the prevailing party, the Company shall reimburse all of Employee's reasonable out-of-pocket legal fees and expenses incurred in connection with asserting or defending against claims as to which Employee prevails within thirty (30) days of receipt of a written demand accompanied by reasonable documentation in support thereof. Notwithstanding the foregoing, such reimbursements will be made in no event later than the last day of Employee's taxable year following the taxable year in which the expense was incurred; the expenses reimbursed by the Company during any taxable year of Employee will not affect the expenses reimbursed by the Company in another taxable year; and this right to reimbursement is not subject to liquidation or exchange for another benefit.

(d) Notwithstanding any other provisions of this Section, in the event that a Party against whom any claim, right or cause of action is asserted commences, or has commenced against it, bankruptcy, insolvency or similar proceedings, the Party or Parties asserting such claim, right or cause of action will have no obligations under this Section and may assert such claim, right or cause of action in the manner and forum it deems appropriate, subject to applicable laws. No determination or decision by the arbitrators pursuant to this Section will limit or restrict the ability of any Party hereto to obtain or seek in any appropriate forum, any relief or remedy that is not a monetary award or money damages.



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**Indemnification.**

**Company Indemnity.** The Company agrees that if Employee is made a party, or is threatened to be made a party, to any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he is or was a director, officer or employee of the Company or any Subsidiary or is or was serving at the request of the Company or a Subsidiary as a director, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such Proceeding is Employee's alleged action or failure to act in an official capacity as a director, officer, employee or agent or while serving as a director, officer, member, employee or agent, Employee shall be indemnified and held harmless by the Company to the fullest extent legally permitted or authorized by the Company's Certificate of Incorporation or Bylaws or Resolutions of the Company's Board or, if greater, by the laws of the State of Delaware (or, with respect to Amedisys Holding, LLC, the laws of the State of Louisiana), against all cost, expense, liability, and loss (including, without limitation, attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by Employee in connection therewith, provided Employee provides Company with prompt notice of such action or threatened action (but failure to provide prompt notice shall not prejudice Employee except to the extent that it actually prejudices Company). Such indemnification shall continue as to Employee even if he has ceased to be a director, member, officer, employee or agent of the Company or other entity and shall inure to the benefit of Employee's heirs, executors and administrators. The Company shall advance to Employee all reasonable costs and expenses to be incurred by him in connection with a Proceeding within 20 days after receipt by the Company of a written request for such advance. Such request shall include an undertaking by Employee to repay the amount of such advance if it shall ultimately be determined that he is not entitled to be indemnified against such costs and expenses. The provisions of this shall not be deemed exclusive of any other rights of indemnification to which Employee may be entitled or which may be granted to him, and it shall be in addition to any rights of indemnification to which he may be entitled under any policy of insurance.

**No Presumption Regarding Standard of Conduct.** Neither the failure of the Company (including its Board, independent legal counsel or stockholders) to have made a determination prior to the commencement of any proceeding concerning payments of amounts claimed by Employee under Company Indemnity Section above that indemnification of Employee is proper because he has met the applicable standard of conduct, nor a determination by the Company (including its Board, independent legal counsel, or stockholders) that Employee has not met such applicable standard of conduct, shall create a presumption that Employee has not met the applicable standard of conduct.

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IN WITNESS WHEREOF, Amedisys and Employee have executed and delivered this Agreement as of the date written below.

\_\_\_\_\_  
Amedisys, Inc.

By: /s/ Lawrence R. Pernosky

Name: Lawrence R. Pernosky

Title: Chief Human Resources Officer

Date: May 2, 2016

Employee:

/s/ Jeffrey Jeter

Jeffery Jeter

May 2, 2016

Date

[\(Back To Top\)](#)

### Section 3: EX-31.1 (EX-31.1)

Exhibit 31.1

#### CERTIFICATION

I, Paul B. Kusserow, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, of Amedisys, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 3, 2016

/s/ Paul B. Kusserow

**Paul B. Kusserow**  
**President and Chief Executive Officer**  
**(Principal Executive Officer)**

[\(Back To Top\)](#)

## Section 4: EX-31.2 (EX-31.2)

Exhibit 31.2

### CERTIFICATION

I, Ronald A. LaBorde, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, of Amedisys, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's Board of Directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 3, 2016

/s/ Ronald A. LaBorde

**Ronald A. LaBorde**  
**Vice Chairman and Chief Financial Officer**  
**(Principal Financial Officer)**

[\(Back To Top\)](#)

## Section 5: EX-32.1 (EX-32.1)

Exhibit 32.1

### CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Amedisys, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2016 (the "Report"), I, Paul B. Kusserow, President and Chief Executive Officer of the Company, hereby certify to my knowledge, pursuant to 18 U.S.C. Section 1350, as

adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 3, 2016

/s/ Paul B. Kusserow

**Paul B. Kusserow**  
**President and Chief Executive Officer**  
**(Principal Executive Officer)**

[\(Back To Top\)](#)

## Section 6: EX-32.2 (EX-32.2)

**Exhibit 32.2**

### **CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Amedisys, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2016 (the "Report"), I, Ronald A. LaBorde, Vice Chairman and Chief Financial Officer of the Company, hereby certify to my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 3, 2016

/s/ Ronald A. LaBorde

**Ronald A. LaBorde**  
**Vice Chairman and Chief Financial Officer**  
**(Principal Financial Officer)**

[\(Back To Top\)](#)