

SANUWAVE Health, Inc.
Form 4
March 18, 2014

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Richardson Kevin A II

(Last) (First) (Middle)

100 CUMMINGS CENTER, SUITE 324 C

(Street)

BEVERLY, MA 01915

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SANUWAVE Health, Inc. [SNWV]

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

03/17/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.001 par value					1,583,316	D	
Common Stock, \$0.001 par value	03/17/2014		P		50,000	A	\$ 0.5
					157,500	D	(1)
Common Stock, \$0.001 par value	03/17/2014		P		50,000	A	\$ 0.5
					157,500	D	(2)

Common Stock, \$0.001 par value	9,081,989	I	Footnote 3 <u>(3)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 0.5	03/17/2014		P		62,500 <u>(4)</u>		03/17/2014	03/17/2019	Common Stock, \$0.001 par value	62,500
Warrants	\$ 1.5	03/17/2014		P		37,500 <u>(4)</u>		03/17/2014	03/17/2015	Common Stock, \$0.001 par value	37,500
Warrants	\$ 0.5	03/17/2014		P		62,500 <u>(4)</u>		03/17/2014	03/17/2019	Common Stock, \$0.001 par value	62,500
Warrants	\$ 1.5	03/17/2014		P		37,500 <u>(4)</u>		03/17/2014	03/17/2015	Common Stock, \$0.001 par value	37,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		

Richardson Kevin A II
100 CUMMINGS CENTER
SUITE 324 C
BEVERLY, MA 01915

Signatures

Kevin A.
Richardson, II 03/18/2014

__Signature of Reporting Date
Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These securities are owned directly by the Zachary G. Richardson UTMA. Mr. Kevin Richardson is a joint holder and the trustee for the plan.
- (2) These securities are owned directly by the Eleanor G. Richardson UTMA. Mr. Kevin Richardson is a joint holder and the trustee for the plan.

These securities are owned directly by Prides Capital Fund I, L.P. Prides Capital Partners LLC is a general partner of Prides Capital Fund I, L.P. and Mr. Richardson is the controlling shareholder of Prides Capital Partners LLC; therefore, he may be deemed to be the beneficial owner of such securities. Mr. Richardson has also been deputized by Prides Capital Partners LLC to serve on the board of directors of the issuer. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Mr.
- (3) Richardson may be deemed to be the beneficial owner of an indeterminate portion of the securities of SANUWAVE Health, Inc. beneficially owned by Prides Capital Fund I, L.P. Mr. Richardson disclaims beneficial ownership of all such securities except to the extent of any indirect pecuniary interest (within the meaning of Rule 16a-1 of the Exchange Act) therein. This Form 4 shall not be deemed an admission that Mr. Richardson is a beneficial owner.

These shares were purchased as part of a private placement "Unit" offering, whereby each Unit consists of: (i) one share of common stock, par value \$0.001 per share;(ii) 125% coverage of a five-year common stock purchase warrant to purchase one share of common stock, at an exercise price of \$0.50; and, (iii) 75% coverage of a one-year common stock purchase warrant to purchase one share of common stock, at an exercise price of \$1.50.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.