SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	or S	ection	30(h) o	f the Investment Company Act of	1940					
1. Name and Address of Reporting Person* Avista Acquisition Corp.	2. Date of Event Requiring Statement (Month/Day/Year) 10/07/2016		nt	3. Issuer Name and Ticker or Trading Symbol <u>Avista Healthcare Public Acquisition Corp.</u> [AHPA]						
(Last) (First) (Middle) C/O AVISTA HEALTHCARE PUBLIC ACQUISITION CORP. 65 EAST 55TH STREET, 18TH				4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify below) below)			5. If Amendment, Date of Original Filed (Month/Day/Year) / 6. Individual or Joint/Group Filing (Check			
FLOOR (Street) NEW YORK NY 10022								Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person		
(City) (State) (Zip)	-									
	Table I - N	lon-E	Deriva	tive Securities Beneficia	ally Ov	wned				
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	Forn	wnership n: Direct direct (I) r. 5)	(D) (Instr		Beneficial Ownership	
				ve Securities Beneficiall ants, options, convertib)			
1. Title of Derivative Security (Instr. 4) 2. Da Expired				3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable			Title	Amour Numbe Shares	er of	Derivative Security	or Indirect (I) (Instr. 5)		
Class B Ordinary Shares	(1)		(1)	Class A Ordinary Shares	6,740	,000(1)	(1)	D ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾		
(Last) (First) (Mi C/O AVISTA HEALTHCARE PUBLIC ACC CORP. 65 EAST 55TH STREET, 18TH FLC (Street) NEW YORK NY 100	OOR									
(City) (State) (Zip)	-								
1. Name and Address of Reporting Person [*] Avista Acquisition, LLC										
(Last) (First) (Min C/O AVISTA HEALTHCARE PUBLIC ACC CORP. 65 EAST 55TH STREET, 18TH FLC	-									
(Street) NEW YORK NY 100)22									
(City) (State) (Zip)									
1. Name and Address of Reporting Person [*] Dean Thompson										
(Last) (First) (Min C/O AVISTA CAPITAL PARTNERS 65 EAST 55TH STREET, 18TH FLOOR	ddle)									
(Street)										

NEW YORK	NY	10022			
(City)	(State)	(Zip)			
1. Name and Address of Reporting Person [*] Burgstahler David F					
(Last) 1160 PARK AVEN	(First) UE, APT. 12D	(Middle)			
(Street) NEW YORK	NY	10128			
(City)	(State)	(Zip)			

Explanation of Responses:

1. Avista Acquisition Corp. ("Sponsor") directly owns 6,740,000 Class B ordinary shares, par value \$0.0001 per share (the "Class B Shares"), of the Issuer, including 900,000 shares that are subject to forfeiture if the underwriters of the Issuer's initial public offering do not exercise in full an option granted to them to cover over-allotments. Pursuant to the Amended and Restated Memorandum and Articles of Association of the Issuer, such Class B Shares will automatically convert into Class A ordinary shares, par value \$0.0001 per share, of the Issuer at the time of the Issuer's initial business combination on a one-for-one basis, subject to adjustment, and have no expiration date.

2. The sole shareholder of Sponsor is Avista Acquisition, LLC ("Avista Acquisiton"). Thompson Dean and David Burgstahler are the managers of Avista Acquisition (and, together with Sponsor, Messrs. Dean and Burgstahler are the "Reporting Persons").

3. Because of the relationship among the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.

4. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

See Exhibit 24.1 - Power of Attorney, incorporated herein by reference. Exhibit 24.2 - Power of Attorney, incorporated herein by reference. Exhibit 99.1 Joint Filer Information, incorporated herein by reference.

/s/ Benjamin Silbert, Attorney-	
in-Fact for Avista Acquisition	<u>10/07/2016</u>
<u>Corp.</u>	
<u>/s/Benjamin Silbert, Attorney-</u>	
in Fact for Avista Acquisition,	<u>10/07/2016</u>
LLC	
/s/ Benjamin Silbert, Attorney-	10/07/2016
<u>in-Fact for Thompson Dean</u>	10/07/2010
/s/ Benjamin Silbert, Attorney-	10/07/2016
in-Fact for David Burgstahler	<u>10/07/2016</u>
** Signature of Reporting Person	Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints David Burgstahler, John Cafasso and Benjamin Silbert of Avista Healthcare Public Acquisition Corp. (the "Company") or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- 1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- 2. execute for and on behalf of the undersigned with respect to the Company, Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- 3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- 4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of October, 2016.

AVISTA ACQUISITION CORP.

/s/ David Burgstahler Name: David Burgstahler Title: Director

/s/ Thompson Dean

Name: Thompson Dean Title: Director

THOMPSON DEAN

/s/ Thompson Dean

Name: Thompson Dean

DAVID BURGSTAHLER

/s/ David Burgstahler Name: David Burgstahler

JOHN CAFASSO

/s/ John Cafasso Name: John Cafasso

BENJAMIN SILBERT

/s/ Benjamin Silbert Name: Benjamin Silbert

HÅKAN BJÖRKLUND

/s/ Håkan Björklund Name: Håkan Björklund

CHARLES HARWOOD

/s/ Charles Harwood Name: Charles Harwood

BRIAN MARKISON

/s/ Brian Markison Name: Brian Markison

ROBERT O'NEIL

/s/ Robert O'Neil Name: Robert O'Neil

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POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints David Burgstahler, John Cafasso and Benjamin Silbert of Avista Healthcare Public Acquisition Corp. (the "Company") or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- 1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- 2. execute for and on behalf of the undersigned with respect to the Company, Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- 3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedules 13D or 13G or Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- 4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of October, 2016.

AVISTA ACQUISITION,LLC

/s/ David Burgstahler

Name: David Burgstahler Title: Manager

/s/ Thompson Dean

Name: Thompson Dean Title: Manager

Joint Filer Information				
Name of Joint Filer:	Avista Acquisition, LLC			
Address of Joint Filer:	c/o Avista Healthcare Public Acquisition Corp. 65 East 55th Street 18th Floor New York, NY 10022			
Relationship of Joint Filer to Issuer:	10% Owner			
Issuer Name and Ticker or Trading Symbol:	Avista Healthcare Public Acquisition Corp. [AHPA]			
Date of Event Requiring Statement: (Month/Day/Year):	10/7/2016			
Designated Filer:	Avista Acquisition Corp.			
Name of Joint Filer:	Thompson Dean			
Address of Joint Filer:	c/o Avista Healthcare Public Acquisition Corp. 65 East 55th Street 18th Floor New York, NY 10022			
Relationship of Joint Filer to Issuer:	Director; 10% Owner; Officer (Executive Chairman)			
Issuer Name and Ticker or Trading Symbol:	Avista Healthcare Public Acquisition Corp. [AHPA]			
Date of Event Requiring Statement: (Month/Day/Year):	10/7/2016			
Designated Filer:	Avista Acquisition Corp.			
Name of Joint Filer:	David Burghstahler			
Address of Joint Filer:	c/o Avista Healthcare Public Acquisition Corp. 65 East 55th Street 18th Floor New York, NY 10022			
Relationship of Joint Filer to Issuer:	Director; 10% Owner; Officer (President and Chief Executive Officer)			
Issuer Name and Ticker or Trading Symbol:	Avista Healthcare Public Acquisition Corp. [AHPA]			
Date of Event Requiring Statement: (Month/Day/Year):	10/7/2016			
Designated Filer:	Avista Acquisition Corp.			