

UNITED RESOURCES INC
Form 3
April 02, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol		
Â Kohlberg Management V, LLC			(Month/Day/Year)		UNITED RESOURCES INC [BIOS]		
(Last)	(First)	(Middle)	03/25/2010				
C/O KOHLBERG & COMPANY, L.L.C., Â 111 RADIO CIRCLE				4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)				(Check all applicable)			
MOUNT KISCO, Â NY Â 10549				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) * See remarks below		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock (par value \$0.0001 per share)	12,653,165	I	See Footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Common Stock Warrants (right to buy)	03/25/2010	03/25/2015	Common Stock	3,004,887	\$ 10	I	See Footnotes ⁽²⁾ <u>(3)</u> <u>(4)</u> <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kohlberg Management V, LLC C/O KOHLBERG & COMPANY, L.L.C. 111 RADIO CIRCLE MOUNT KISCO, NY 10549	Â	Â X	Â	* See remarks below
Kohlberg Investors V L P C/O KOHLBERG & COMPANY, L.L.C. 111 RADIO CIRCLE MOUNT KISCO, NY 10549	Â	Â X	Â	Â
Kohlberg Partners V, L.P. C/O KOHLBERG & COMPANY, L.L.C. 111 RADIO CIRCLE MOUNT KISCO, NY 10549	Â	Â X	Â	Â
KOHLBERG OFFSHORE INVESTORS V L P C/O KOHLBERG & COMPANY, L.L.C. 111 RADIO CIRCLE MOUNT KISCO, NY 10549	Â	Â X	Â	Â
Kohlberg TE Investors V L P C/O KOHLBERG & COMPANY, L.L.C. 111 RADIO CIRCLE MOUNT KISCO, NY 10549	Â	Â X	Â	Â
KOCO Investors V, L.P. C/O KOHLBERG & COMPANY, L.L.C. 111 RADIO CIRCLE MOUNT KISCO, NY 10549	Â	Â X	Â	Â

Signatures

Kohlberg Management V, L.L.C., By: /s/ Gordon Woodward, Vice President	04/02/2010
***Signature of Reporting Person	Date
Kohlberg Investors V, L.P., By: Kohlberg Management V, L.L.C., General Partner, By: /s/ Gordon Woodward, Vice President	04/02/2010
***Signature of Reporting Person	Date
Kohlberg Partners V, L.P., By: Kohlberg Management V, L.L.C., General Partner, By: /s/ Gordon Woodward, Vice President	04/02/2010

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__Signature of Reporting Person	Date
Kohlberg Offshore Investors V, L.P., By: Kohlberg Management V, L.L.C., General Partner, By: /s/ Gordon Woodward, Vice President	04/02/2010
__Signature of Reporting Person	Date
Kohlberg TE Investors V, L.P., By: Kohlberg Management V, L.L.C., General Partner, By: /s/ Gordon Woodward, Vice President	04/02/2010
__Signature of Reporting Person	Date
KOCO Investors V, L.P., By: Kohlberg Management V, L.L.C., General Partner, By: /s/ Gordon Woodward, Vice President	04/02/2010
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
 - (1) The 12,653,165 shares of Common Stock of the Issuer, par value \$0.0001 per share (the "Shares"), reported herein are directly beneficially owned as follows: (i) 6,678,026 Shares are owned by Kohlberg Investors V, L.P. ("Investors"), (ii) 376,037 Shares are owned by Kohlberg Partners V, L.P. ("Partners"), (iii) 447,328 Shares are owned by Kohlberg Offshore Investors V, L.P. ("Offshore"), (iv) 4,856,839 Shares are owned by Kohlberg TE Investors V, L.P. ("TE") and (v) 294,935 Shares are owned by KOCO Investors V, L.P. ("KOCO", and collectively with Investors, Partners, Offshore and TE, the "Funds").
 - (2) Pursuant to a Warrant Agreement with the Issuer, each of Investors, Partners, Offshore, TE and KOCO directly own warrants (collectively, the "Warrants") representing the right to purchase 1,585,904 Shares, 89,302 Shares, 106,232 Shares, 1,153,407 Shares and 70,042 Shares, respectively. The Warrants may be exercised at any time prior to March 25, 2015. The initial exercise price of the Warrants is equal to \$10.00 per Share, subject to certain adjustments in accordance with the terms of the Warrant Agreement.
 - (3) The securities reported as directly beneficially owned by the Funds in footnotes 1 and 2 hereof may be deemed to be indirectly beneficially owned by Kohlberg Management V, L.L.C., which is the general partner of each of the Funds.
 - (4) The Funds acquired the Shares, the Warrants and other consideration from the Issuer in consideration for their interest in Critical Homecare Solutions Holdings, Inc. ("CHS"), pursuant to a merger of CHS into a wholly owned subsidiary of the Issuer on March 25, 2010. The merger agreement, which was entered into on January 24, 2010, valued the Share and the Shares to be acquired upon the exercise of the Warrants at \$8.3441 per Share, which was calculated based on the volume weighted trading average price of the Shares over the 10-day period ended January 22, 2010. Of the 12,653,165 Shares issued to the Funds pursuant to the merger agreement, 2,601,415 Shares are currently being held in escrow and are subject to forfeiture to satisfy any indemnity or purchase price adjustment payments to be made to the Issuer.
 - (5) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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Remarks:

The Reporting Person may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934.

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.