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Cain Dennis  
Form SC 13D  
December 27, 2004

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

ORION HEALTHCORP, INC.  
(Name of Issuer)

COMMON STOCK - CLASS C, \$0.001 PAR VALUE PER SHARE  
(Title of Class of Securities)

868823 10 5  
(CUSIP Number)

DENNIS CAIN 36333 HIGH CHAPARRAL, MAGNOLIA, TEXAS 77355,  
TELEPHONE (281) 252-8846

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

with a copy to:

DARRYL M. BURMAN, 1900 WEST LOOP SOUTH, SUITE 1100, HOUSTON, TEXAS 77027

DECEMBER 15, 2004  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box [ ].

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:  
Dennis Cain

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ] (b) [ ]  
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3. SEC USE ONLY:

4. SOURCE OF FUNDS  
SC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7.	SOLE VOTING POWER:	393,940
8.	SHARED VOTING POWER:	787,880*
9.	SOLE DISPOSITIVE POWER:	393,940
10.	SHARED DISPOSITIVE POWER:	787,880*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
787,880\* \*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
8.86%

14. TYPE OF REPORTING PERSON:  
IN

\* Represents shares of common stock, Class C, par value \$0.001 per share ("Common Stock"), of Orion HealthCare, Inc. including 393,940 owned by Dennis Cain's spouse, Valerie Cain.

\*\* Does not include: (i) 225,000 shares of Common Stock of the Company subject to issuance upon attaining certain performance goals of the Company's subsidiary for the years ended December 31, 2004 and December 31, 2005, which may be earned by the Reporting Persons, or (ii) the requirement of the Reporting Persons to return a certain amount of shares of Common Stock if the Company's subsidiary does not achieve certain performance goals, such potential increases or decreases in the Reporting Persons' beneficial ownership will be based upon final determination of the EBITDA for the fiscal year ended December 31, 2004, and (iii) 75,758 shares of Class A Common Stock that are to be issued at the direction of Mr. Cain or Mr. Tommy M. Smith to employees of the Company's subsidiary, MBS.

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1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:  
Valerie Cain

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ] (b) [ ]

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3. SEC USE ONLY:  
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4. SOURCE OF FUNDS  
SC  
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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E) [ ]  
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6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
United States  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7.	SOLE VOTING POWER:	393,940
8.	SHARED VOTING POWER:	787,880*
9.	SOLE DISPOSITIVE POWER:	393,940
10.	SHARED DISPOSITIVE POWER:	787,880*

  
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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
787,880\* \*\*  
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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
8.86%  
-----

14. TYPE OF REPORTING PERSON:  
IN  
-----

\* Represents shares of common stock, Class C, par value \$0.001 per share ("Common Stock"), of Orion HealthCare, Inc. including 393,940 owned by Valerie Cain's spouse, Dennis Cain.

\*\* Does not include: (i) 225,000 shares of Common Stock of the Company subject to issuance upon attaining certain performance goals of the Company's subsidiary for the years ended December 31, 2004 and December 31, 2005, which may be earned by the Reporting Persons, or (ii) the requirement of the Reporting Persons to return a certain amount of shares of Common Stock if the Company's subsidiary does not achieve certain performance goals, such potential increases or decreases in the Reporting Persons' beneficial ownership will be based upon final determination of the EBITDA for the fiscal year ended December 31, 2004, and (iii) 75,758 shares of Class A Common Stock that are to be issued at the direction of Mr. Cain or Mr. Tommy M. Smith to employees of the Company's subsidiary, MBS.

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Introductory Note: All information herein with respect to Orion HealthCorp, Inc., a Delaware corporation, is to the best knowledge and belief of the Reporting Person, as defined herein.

### ITEM 1. SECURITY AND ISSUER.

This Statement on Schedule 13D relates to the Class C common stock, Class C, par value \$0.001 per share (the "Common Stock"), of Orion HealthCorp, Inc., a Delaware corporation (the "Company" or "Orion"). The principal place of business of Orion is located at 1805 Old Alabama Road, Suite 350, Roswell, Georgia 30076.

### ITEM 2. IDENTITY AND BACKGROUND.

This Statement on Schedule 13D is filed by Mr. Dennis Cain, an individual and his spouse, Mrs. Valerie Cain, an individual (Mr. Cain and Mrs. Cain are collectively referred to as the "Reporting Persons").

The address of the Reporting Persons is 36333 High Chaparral, Magnolia, Texas 77355. Both of the Reporting Persons are citizens of the United States.

Mr. Cain entered into an employment agreement to become the Chief Executive Officer of Medical Billing Services, Inc. ("MBS"), a wholly-owned subsidiary of the Company. Mrs. Cain is not currently employed outside of the home.

No agreement exists between the Reporting Persons and any other shareholder, executive officer or Board member of Orion concerning any agreement, oral or written, to vote the shares of Orion, or to act in concert with one or another, and the Reporting Persons disclaim any membership in or among any control group.

Neither of the Reporting Persons have been during the last five years (i) convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, United States federal or state securities laws or finding any violation with respect to such laws.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

On December 15, 2004, the Company, DCPS/MBS Acquisition, Inc. ("DCPS/MBS"), MBS and Dennis Cain Physician Solutions, Ltd. ("DCPS") consummated those transactions more fully described in the Amended and Restated Agreement and Plan of Merger whereby DCPS was acquired by DCPS/MBS (the "DCPS/MBS Merger"). To effectuate the DCPS/MBS Merger, DCPS partners contributed units of limited partnership interests in DCPS to the Company, and the limited liability

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company interests of the limited liability company that is the general partner of DCPS were also contributed to the Company. The terms of the acquisition are more particularly described in the Proxy Statement dated September 10, 2004 (the "Proxy Statement") which is incorporated herein by reference. Simultaneous with the acquisition of DCPS by DCPS/MBS, DCPS/MBS merged into MBS with MBS as the surviving corporation. As consideration for the transaction, the Reporting Persons received the following: (i) an aggregate of \$1.5 million in cash, (ii) subordinated promissory notes to Orion in an aggregate principal amount of

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\$500,000, and (iii) approximately 787,880 shares of Class C common stock in exchange for all of the outstanding limited partnership interests of DCPS and the limited liability company membership interests of the general partner of DCPS. The purchase price is subject to retroactive increase (including issuance of up to 225,000 shares of Class A Common Stock) or decrease based on the financial results of the newly-formed DCPS/MBS entity in 2004 and 2005. Such determination will be made based upon certain EBITDA targets for fiscal years ended December 31, 2004 and December 31, 2005.

Dennis Cain, the former President of DCPS, has entered into an employment agreement to become the Chief Executive Officer of MBS. Pursuant to the DCPS/MBS merger agreement, he may have the authority to appoint a member to any advisory board established by the Orion board of directors. As of the Closing, he and his wife together owned, directly and indirectly, 787,880 shares of Class C Common Stock, subject to retroactive adjustment.

A conformed copy of the Amended and Restated DCPS/MBS Merger Agreement, including Amendment thereto dated September 9, 2004 is filed as Annex B to the Form 8-K filed by the Company with the Securities and Exchange Commission on December 16, 2004, and is incorporated herein by reference. A Second Amendment to Agreement and Plan of Merger is filed as Exhibit 2.1 to the Form 8-K filed by the Company with the Securities and Exchange Commission on December 21, 2004, and is incorporated herein by reference.

#### ITEM 4. PURPOSE OF TRANSACTION.

On December 15, 2004, Orion HealthCorp, Inc. (formerly SurgiCare, Inc., "SurgiCare") ("Orion" or the "Company") consummated its previously-disclosed restructuring transactions (the "Closing"), which included issuances of new equity securities for cash and contribution of outstanding debt, the acquisition of three new businesses and the restructuring of its debt facilities. The Company also completed a one-for-ten reverse stock split, created three new classes of common stock and changed its name. SurgiCare common stock has been converted to Orion Class A Common Stock. The Company also created Class B and Class C Common Stock, which was issued in connection with the equity investments and acquisitions. SurgiCare shareholders of record will be notified regarding exchanging their SurgiCare stock certificates for those of Orion. These transactions, as well as other related matters, were previously described in the Company's Proxy Statement.

To effectuate the DCPS/ MBS Merger, the Company formed a subsidiary, DCPS/ MBS Acquisition, Inc., that merged with and into MBS, with MBS as the surviving corporation. DCPS was acquired by the contribution of the units of limited partnership interest in DCPS to the

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Company. The limited liability company interests of the limited liability company that is the general partner of DCPS will also be contributed to the Company. Immediately following the closing of the MBS merger and the DCPS acquisition, the interests in DCPS and its general partner were transferred to MBS. Following the Acquisitions, MBS will be a wholly-owned subsidiary of the Company, and DCPS will be a wholly-owned subsidiary of MBS.

As a result of the transaction described above, the Reporting Persons became beneficial owners and their aggregate ownership percentage currently is 8.86%.

As a result of the DCPS/MBS Merger Agreement, Mr. Cain may have the

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authority to appoint a member to any advisory board established by the Company's board of directors.

Other than as described in this Statement on Schedule 13D, at the present time the Reporting Persons have no specific plans or proposals which would relate to or result in:

- (i) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company;
- (ii) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;
- (iii) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries;
- (iv) any change in the present Board of Directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Board of Directors;
- (v) any material change in the present capitalization or dividend policy of the Company;
- (vi) any other material change in the Company's business or corporate structure;
- (vii) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person;
- (viii) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (ix) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (x) any actions similar to those enumerated above.

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The Reporting Persons reserve the right to formulate specific plans or proposals with respect to, or to change their intentions regarding, any or all of the foregoing, and reserve their rights under the DCPS/MBS Merger Agreement, the applicable Employment Agreement and all transactions contemplated thereby.

The Reporting Persons may, from time to time, discuss with management and other shareholders of the Company and other parties methods by which the Company can best preserve and increase its value. Such methods may involve expansion or contraction of the geographic scope of the Company's operations, strategic alliances, business combinations, cost containment measures and other similar arrangements. If as a result of such discussions, the Reporting Person decides to pursue any of the methods for preserving and increasing the value of the Company described herein, then the consummation thereof could involve

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transactions in the nature of those described in subparagraphs (i) through (x) above.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

As set forth in this Statement on Schedule 13D, the Reporting Persons currently own in the aggregate 787,880 shares of Class C Common Stock of the Company. The 787,880 shares of Class C Common Stock of the Company represents 8.86% of the outstanding Common Stock (based on our understanding of the number of shares of Common Stock outstanding as of December 22, 2004).

The shares of Class C common stock to be issued, and the shares of Class A common stock into which they are convertible, will each be restricted securities as that term is defined in Rule 144 adopted by the SEC. No market for resale of the Class C common stock to be issued is ever expected to develop. The Class A common stock into which the Class C common stock is convertible may be sold in compliance with Rule 144. Rule 144 provides an exemption for sales in compliance with the rule and generally provides that the stock must be held for more than one (1) year after issuance before it may be sold in the market in brokered transactions.

Other than the transactions described in Item 3, Item 4 and this Item 5, the Reporting Persons have not effected any transactions in the Common Stock during the preceding 60 days.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except for the agreements described in response to Items 3 and 4, to the best knowledge of the Reporting Persons, there are no contracts, agreements, arrangements, understandings or relationships (legal or otherwise) between the persons enumerated in Item 2 and any other person with respect to the securities of the Company, including, but not limited to, transfer or voting arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

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### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- 2.1 Second Amendment to Agreement and Plan of Merger, dated as of December 15, 2004, among SurgiCare, Inc., DCPS/MBS Acquisition, Inc., Dennis Cain Physicians Solutions, Ltd., Medical Billing Services, Inc., and the Sellers Party thereto.\*
- 10.1 Employment Agreement, dated as of December 15, 2004, between Orion HealthCorp, Inc., Medical Billing Services, Inc. and Dennis Cain.\*
- 20.1 Proxy Statement of SurgiCare, Inc. filed with the Securities and Exchange Commission on September 10, 2004.\*\*
- 99.1 Joint Filing Agreement between the Reporting Persons.

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- \* Incorporated by reference to the Form 8-K filed by the Company, File No. 001-16587, filed on December 21, 2004.
- \*\* Incorporated by reference from the Registrant's Proxy Statement, File No. 001-16587, filed on September 10, 2004.

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SIGNATURES

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

Dated: December 27, 2004

By: /s/ Dennis Cain

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Name: Dennis Cain

Dated: December 27, 2004

By: /s/ Valerie Cain

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Name: Valerie Cain