

Accelerate Diagnostics, Inc
Form SC 13D/A
May 28, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Accelerate Diagnostics, Inc.
(Name of Issuer)

Common Stock, \$0.001 per share par value
(Title of Class of Securities)

00430H 102
(CUSIP Number)

Jack W. Schuler

c/o Accelerate Diagnostics, Inc.

3950 South Country Club, Suite 470

Tucson, Arizona 85714

(520) 365-3100

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

May 19, 2014
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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 (however, see the Notes).

CUSIP No. 00430H 102

Names of Reporting Persons.

1
Jack W. Schuler

2 Check the Appropriate Box if a Member of a Group	(a) ..
	(b) ..
3 SEC Use Only	
4 Source of Funds	PF
5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	..
6 Citizenship or Place of Organization	USA

NUMBER OF	7 Sole Voting Power	9,950,637
SHARES	8 Shared Voting Power	689,355
BENEFICIALLY	9 Sole Dispositive Power	9,950,637
OWNED BY		
EACH		
REPORTING	10 Shared Dispositive Power	689,355
PERSON WITH		

11 Aggregate Amount Beneficially Owned by Each Reporting Person	10,639,992
12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares	..
13 Percent of Class Represented by Amount in Row (11)	23.9%
14 Type of Reporting Person	IN

CUSIP No. 00430H 102

This Amendment No. 4 amends and supplements that certain Statement on Schedule 13D filed on May 3, 2012 by Abeja Ventures, LLC (“Abeja”), as amended by that certain Amendment No. 1 filed on July 9, 2012 by Abeja, Jack W. Schuler (“Mr. Schuler”), John Patience and Lawrence Mehren, as amended by that certain Amendment No. 1 filed on March 20, 2013 by Mr. Schuler, as amended by that certain Amendment No. 2 filed on July 10, 2013 by Mr. Schuler, as amended by that certain Amendment No. 3 filed on March 19, 2014 by Mr. Schuler (collectively, the “Schedule 13D”), with respect to the common stock, \$0.001 per share par value (the “Common Stock”), of Accelerate Diagnostics, Inc., a Delaware corporation formerly known as Accelr8 Technology Corporation (the “Company”).

Capitalized terms used herein and not otherwise defined in this Amendment No. 4 shall have the meanings set forth in the Schedule 13D. Except as specifically set forth herein, the Schedule 13D remains unmodified.

Item 5. Interest in Securities of Issuer

Item 5 of the Schedule 13D is amended and supplemented by adding the following information to Item 5:

(a) Based on information provided by the Company to Mr. Schuler, after the completion of the rights offering and other transactions described herein, there were 44,583,092 shares of Common Stock issued and outstanding. After giving effect to such transactions, Mr. Schuler now beneficially owns 10,639,992 shares of Common Stock, representing 23.9% of the issued and outstanding Common Stock. The shares beneficially owned by Mr. Schuler include 689,355 shares held by Schuler Grandchildren LLC (Mr. Schuler has sole voting and dispositive power with respect to such shares in his capacity as manager of the entity); 689,355 shares held by Schuler GC 2010 Continuation Trust (Mr. Schuler has shared voting and dispositive power with respect to such shares in his capacity as the grantor of the trust); 8,666,044 shares held by the Jack W. Schuler Living Trust (Mr. Schuler has sole and dispositive power with respect to such shares in his capacity as trustee of the trust); 595,238 shares held by the Schuler Family Foundation (Mr. Schuler has sole voting and dispositive power with respect to such shares in his capacity as President of the entity); and 26,058 shares held by Mr. Schuler individually. Mr. Schuler disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(b) See Item 5(a) above.

Edgar Filing: Accelerate Diagnostics, Inc - Form SC 13D/A

(c) Within the past 60 days, Mr. Schuler (through the Jack W. Schuler Living Trust, Schuler Grandchildren LLC, Schuler GC 2010, and the Schuler Family Foundation) has effected the following transactions in the Common Stock:

on May 2, 2014, Schuler Grandchildren LLC acquired 41,416 shares of Common Stock, Schuler GC 2010 i. Continuation Trust acquired 41,416 shares of Common Stock, and the Jack W. Schuler Living Trust acquired a total of 504,569 shares of Common Stock in the rights offering described herein at a price of \$16.80 per share.

on May 19, 2014, the Jack W. Schuler Living Trust acquired a total of 267,834 shares of Common Stock and the ii. Schuler Family Foundation acquired a total of 595,238 shares of Common Stock under the 2014 Standby Purchase Agreement at a price of \$16.80 per share.

(d) See Item 5(a) above.

(e) Not applicable.

CUSIP No. 00430H 102

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Date: May 28, 2014 By: /s/ JACK W. SCHULER
Jack W. Schuler