

CHUNG PETER Y  
Form 4/A  
May 06, 2009

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CHUNG PETER Y

(Last) (First) (Middle)

C/O SUMMIT PARTNERS, 222  
BERKELEY STREET, 18TH  
FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NightHawk Radiology Holdings Inc  
[NHWK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/04/2009

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
05/06/2009

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1) (2)	(A) or (D)	Price
Common Stock	05/04/2009		A		34,722 (1) (2)	A	\$ 0
					34,722 (1) (2)	I	

See  
Footnotes  
(1)

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  
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SEC 1474  
(9-02)

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**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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

CHUNG PETER Y  
C/O SUMMIT PARTNERS  
222 BERKELEY STREET, 18TH FLOOR X  
BOSTON, MA 02116

## Signatures

Robin W. Devereux, Power of Attorney for Peter Y.  
Chung

05/06/2009

\_\_Signature of Reporting Person

Date

## 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).

The common stock was granted to Mr. Chung as a part of director compensation. Mr. Chung is a member of Summit Master Company, LLC, which is the general partner of Summit Partners, L.P. Mr. Chung is deemed to hold the common stock for the benefit of Summit

(1) Partners, which determines when the stock is to be sold and is entitled to the proceeds. Accordingly, Summit Partners and Summit Master Company may be deemed indirect beneficial owners of the common stock. Mr. Chung, Summit Partners, L.P. and Summit Master Company each disclaims beneficial ownership of the common stock except to the extent of its pecuniary interest therein.

(2) 1/3 of the shares vest on May 4, 2010, May 4, 2011 and May 4, 2012.

### Remarks:

Updated vesting schedule.

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

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