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## Section 1: 10-Q (10-Q)

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

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## FORM 10-Q

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- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2017

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-33989

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**LHC GROUP, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**71-0918189**  
(I.R.S. Employer  
Identification No.)

**901 Hugh Wallis Road South**  
**Lafayette, LA 70508**  
(Address of principal executive offices including zip code)  
**(337) 233-1307**  
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Number of shares of common stock, par value \$0.01, outstanding as of November 1, 2017: 18,279,658 shares.

LHC GROUP, INC.  
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**PART I — FINANCIAL INFORMATION**  
**ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.**  
**LHC GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
*(Amounts in thousands, except share data)*

	September 30, 2017	December 31, 2016
	<i>(Unaudited)</i>	
<b>ASSETS</b>		
Current assets:		
Cash	\$ 16,922	\$ 3,264
Receivables:		
Patient accounts receivable, less allowance for uncollectible accounts of \$26,089 and \$29,036, respectively	145,508	124,803
Other receivables	4,705	5,115
Amounts due from governmental entities	830	942
Total receivables, net	151,043	130,860
Prepaid income taxes	4,879	—
Prepaid expenses	11,437	9,821
Other current assets	7,331	5,796
Total current assets	191,612	149,741
Property, building and equipment, net of accumulated depreciation of \$41,876 and \$35,226, respectively	47,562	43,251
Goodwill	392,689	307,317
Intangible assets, net of accumulated amortization of \$12,607 and \$10,968, respectively	130,779	102,006
Other assets	2,411	11,756
Total assets	<u>\$ 765,053</u>	<u>\$ 614,071</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and other accrued liabilities	\$ 40,355	\$ 26,805
Salaries, wages, and benefits payable	53,289	34,265
Self-insurance reserve	9,524	10,691
Current portion of long-term debt	261	252
Amounts due to governmental entities	4,564	4,955
Income tax payable	—	3,499
Total current liabilities	107,993	80,467
Deferred income taxes	38,186	31,941
Revolving credit facility	119,000	87,000
Long-term debt, less current portion	93	544
Total liabilities	265,272	199,952
Noncontrolling interest — redeemable	13,206	12,567
Stockholders' equity:		
LHC Group, Inc. stockholders' equity:		
Common stock — \$0.01 par value; 40,000,000 shares authorized; 22,635,322 and 22,429,041 shares issued in 2017 and 2016, respectively	226	224
Treasury stock — 4,890,181 and 4,828,679 shares at cost, respectively	(42,226)	(39,135)
Additional paid-in capital	125,208	119,748
Retained earnings	345,967	314,289
Total LHC Group, Inc. stockholders' equity	429,175	395,126
Noncontrolling interest — non-redeemable	57,400	6,426
Total equity	486,575	401,552
Total liabilities and equity	<u>\$ 765,053</u>	<u>\$ 614,071</u>

See accompanying notes to condensed consolidated financial statements.



**LHC GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
*(Amounts in thousands, except share and per share data)*  
*(Unaudited)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net service revenue	\$ 272,872	\$ 230,797	\$ 779,700	\$ 679,380
Cost of service revenue	172,856	140,832	488,384	413,561
Gross margin	100,016	89,965	291,316	265,819
Provision for bad debts	3,194	3,275	8,238	11,658
General and administrative expenses	75,669	66,999	221,077	201,296
(Gain) loss on disposal of assets	(177)	142	(23)	1,389
Operating income	21,330	19,549	62,024	51,476
Interest expense	(995)	(816)	(2,615)	(2,167)
Income before income taxes and noncontrolling interest	20,335	18,733	59,409	49,309
Income tax expense	7,445	6,562	20,410	15,500
Net income	12,890	12,171	38,999	33,809
Less net income attributable to noncontrolling interests	1,984	2,555	7,321	7,043
Net income attributable to LHC Group, Inc.'s common stockholders	<u>\$ 10,906</u>	<u>\$ 9,616</u>	<u>\$ 31,678</u>	<u>\$ 26,766</u>
Earnings per share attributable to LHC Group, Inc.'s common stockholders:				
Basic	<u>\$ 0.61</u>	<u>\$ 0.55</u>	<u>\$ 1.79</u>	<u>\$ 1.53</u>
Diluted	<u>\$ 0.61</u>	<u>\$ 0.54</u>	<u>\$ 1.77</u>	<u>\$ 1.52</u>
Weighted average shares outstanding:				
Basic	17,740,818	17,588,163	17,704,561	17,546,773
Diluted	18,010,522	17,719,473	17,931,700	17,664,284

See accompanying notes to the condensed consolidated financial statements.

**LHC GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
*(Amounts in thousands, except share data)*  
*(Unaudited)*

	<b>Common Stock</b>				<b>Additional Paid-In Capital</b>	<b>Retained Earnings</b>	<b>Noncontrolling Interest Non Redeemable</b>	<b>Total Equity</b>
	<b>Issued</b>		<b>Treasury</b>					
	<b>Amount</b>	<b>Shares</b>	<b>Amount</b>	<b>Shares</b>				
Balance as of December 31, 2016	\$ 224	22,429,041	\$ (39,135)	(4,828,679)	\$ 119,748	\$ 314,289	\$ 6,426	\$ 401,552
Net income (1)	—	—	—	—	—	31,678	(328)	31,350
Acquired noncontrolling interest	—	—	—	—	—	—	52,492	52,492
Noncontrolling interest distributions	—	—	—	—	—	—	(1,472)	(1,472)
Sale of noncontrolling interest	—	—	—	—	348	—	282	630
Purchase of additional controlling interest	—	—	—	—	(184)	—	—	(184)
Nonvested stock compensation	—	—	—	—	4,522	—	—	4,522
Issuance of vested stock	2	191,463	—	—	(2)	—	—	—
Treasury shares redeemed to pay income tax	—	—	(3,091)	(61,502)	—	—	—	(3,091)
Issuance of common stock under Employee Stock Purchase Plan	—	14,818	—	—	776	—	—	776
Balance as of September 30, 2017	\$ 226	22,635,322	\$ (42,226)	(4,890,181)	\$ 125,208	\$ 345,967	\$ 57,400	\$ 486,575

(1) Net income excludes net income attributable to noncontrolling interest-redeemable of \$7.6 million during the nine months ending September 30, 2017. Noncontrolling interest-redeemable is reflected outside of permanent equity on the condensed consolidated balance sheets. See Note 8 of the Notes to Condensed Consolidated Financial Statements.

See accompanying notes to condensed consolidated financial statements.



**LHC GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(Amounts in thousands)*  
*(Unaudited)*

	Nine Months Ended September 30,	
	2017	2016
<b>Operating activities:</b>		
Net income	\$ 38,999	\$ 33,809
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	9,680	9,024
Provision for bad debts	8,238	11,658
Stock-based compensation expense	4,522	3,518
Deferred income taxes	6,245	6,062
Gain (loss) on disposal of assets	(23)	1,389
Impairment of intangibles and other	81	—
Changes in operating assets and liabilities, net of acquisitions:		
Receivables	(19,569)	(21,175)
Prepaid expenses and other assets	(3,859)	450
Prepaid income taxes	(4,879)	(2,482)
Accounts payable and accrued expenses	26,038	17,633
Income taxes payable	(3,499)	—
Net amounts due to/from governmental entities	(279)	(2,043)
<b>Net cash provided by operating activities</b>	<b>61,695</b>	<b>57,843</b>
<b>Investing activities:</b>		
Purchases of property, building and equipment	(7,944)	(14,576)
Cash paid for acquisitions, primarily goodwill and intangible assets	(61,247)	(20,332)
Other	—	273
<b>Net cash used in investing activities</b>	<b>(69,191)</b>	<b>(34,635)</b>
<b>Financing activities:</b>		
Proceeds from line of credit	63,000	38,000
Payments on line of credit	(31,000)	(44,000)
Proceeds from employee stock purchase plan	776	663
Payments on debt	(192)	(156)
Noncontrolling interest distributions	(8,406)	(6,859)
Excess tax benefits from vesting of stock awards	—	1,293
Withholding taxes paid on stock-based compensation	(3,091)	(1,931)
Purchase of additional controlling interest	(184)	—
Sale of noncontrolling interest	251	52
Proceeds from exercise of stock options	—	109
<b>Net cash (used in) provided by financing activities</b>	<b>21,154</b>	<b>(12,829)</b>
Change in cash	13,658	10,379
<b>Cash at beginning of period</b>	<b>3,264</b>	<b>6,139</b>
<b>Cash at end of period</b>	<b>\$ 16,922</b>	<b>\$ 16,518</b>
<b>Supplemental disclosures of cash flow information:</b>		
Interest paid	\$ 2,694	\$ 2,329
Income taxes paid	\$ 22,376	\$ 11,390

See accompanying notes to condensed consolidated financial statements.



**LHC GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. Organization**

LHC Group, Inc. (the “Company”) is a health care provider specializing in the post-acute continuum of care. The Company provides home health services, hospice services, community-based services, and facility-based services, the latter primarily through long-term acute care hospitals (“LTACHs”). As of September 30, 2017, the Company, through its wholly- and majority-owned subsidiaries, equity joint ventures, controlled affiliates, and management agreements, operated 449 service providers in 27 states within the continental United States.

**Unaudited Interim Financial Information**

The condensed consolidated balance sheets as of September 30, 2017 and December 31, 2016, and the related condensed consolidated statements of income for the three and nine months ended September 30, 2017 and 2016, condensed consolidated statement of changes in equity for the nine months ended September 30, 2017, condensed consolidated statements of cash flows for the nine months ended September 30, 2017 and 2016 and related notes (collectively, these financial statements and the related notes are referred to herein as the “interim financial information”) have been prepared by the Company. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) have been included. Operating results for the three and nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted from the interim financial information presented. This report should be read in conjunction with the Company’s consolidated financial statements and related notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016. The report was filed with the Securities and Exchange Commission (the “SEC”) on March 9, 2017, and includes information and disclosures not included herein.

**2. Significant Accounting Policies**

**Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported revenue and expenses during the reporting period. Actual results could differ from those estimates.

**Critical Accounting Policies**

The Company’s most critical accounting policies relate to the principles of consolidation, revenue recognition, and accounts receivable and allowances for uncollectible accounts.

***Principles of Consolidation***

The interim financial information includes all subsidiaries and entities controlled by the Company through direct ownership of majority interest or controlling member ownership of such entities. Third party equity interests in the consolidated joint ventures are reflected as noncontrolling interests in the Company’s interim financial information.

The following table summarizes the percentage of net service revenue earned by type of ownership or relationship the Company had with the operating entity:

Ownership type	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Wholly-owned subsidiaries	50.6%	57.6%	52.1%	57.3%
Equity joint ventures	47.5	40.7	46.1	41.0
Other	1.9	1.7	1.8	1.7
	100.0%	100.0%	100.0%	100.0%

All significant intercompany accounts and transactions have been eliminated in the Company's accompanying interim financial information. Business combinations accounted for under the acquisition method have been included in the interim financial information from the respective dates of acquisition.

The Company consolidates equity joint venture entities as the Company has controlling interests in the entities, has voting control over these entities, or has ability to exercise significant influence in the entities. The members of the Company's equity joint ventures participate in profits and losses in proportion to their equity interests. The Company also consolidates entities which have license leasing arrangements as the Company owns 100% of the equity of these subsidiaries.

The Company has various management services agreements under which the Company manages certain operations of agencies. The Company does not consolidate these agencies because the Company does not have an ownership interest in, nor does it have an obligation to absorb losses of, or right to receive benefits from the entities that own the agencies.

### **Revenue Recognition**

The Company reports net service revenue at the estimated net realizable amount due from Medicare, Medicaid, and others for services rendered. The Company assesses the patient's ability to pay for their healthcare services at the time of patient admission based on the Company's verification of the patient's insurance coverage under the Medicare, Medicaid, and other commercial or managed care insurance program. Medicare contributes to the net service revenue of the Company's home health services, hospice services, and facility-based services. Medicaid and other payors contribute to the net service revenue of all Company's services.

The following table sets forth the percentage of net service revenue earned by category of payor for the three and nine months ended September 30, 2017 and 2016:

Payor:	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Medicare	71.0%	74.3%	71.5%	74.7%
Medicaid	1.8	1.9	1.8	1.8
Managed Care, Commercial, and Other	27.2	23.8	26.7	23.5
	100.0%	100.0%	100.0%	100.0%

### **Medicare**

#### *Home Health Services*

The Company's home nursing Medicare patients are classified into one of 153 home health resource groups prior to receiving services. Based on the patient's home health resource group, the Company is entitled to receive a standard prospective Medicare payment for delivering care over a 60-day period referred to as an episode. The Company recognizes revenue based on the number of days elapsed during an episode of care within the reporting period.

Final payments from Medicare will reflect base payment adjustments for case-mix and geographic wage differences and 2% sequestration reduction for episodes beginning after March 31, 2013. In addition, final payments may reflect one of four retroactive adjustments to ensure the adequacy and effectiveness of the total reimbursement: (a) an outlier payment if the patient's care was unusually costly; (b) a low utilization adjustment if the number of visits was fewer than five; (c) a partial payment if the patient transferred to another provider before completing the episode; or (d) a payment adjustment based upon the level of therapy services required. Adjustments outlined above are automatically recognized in net service revenue when

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changes occur during the period in which the services are provided to the patient. Net service revenue and related patient accounts receivable are recorded at amounts estimated to be realized from Medicare for services rendered.

### *Hospice Services*

Hospice services provided by the Company are paid by Medicare under a per diem payment system. The Company receives one of four predetermined daily rates based upon the level of care the Company furnishes. The Company records net service revenue from hospice services based on the daily or hourly rate and recognizes revenue as hospice services are provided.

Hospice payments are subject to an inpatient cap and an overall Medicare payment cap. The inpatient cap relates to individual programs receiving more than 20% of its total Medicare reimbursement from inpatient care services and the overall Medicare payment cap relates to individual providers receiving reimbursements in excess of a "cap amount," calculated by multiplying the number of beneficiaries during the period by a statutory amount that is indexed for inflation. The determination for each cap is made annually based on the 12-month period ending on October 31 of each year. The Company monitors its limits on a provider-by-provider basis and records an estimate of its liability for reimbursements received in excess of the cap amount. Beginning with the cap year October 1, 2014, Center for Medicare and Medicaid Services ("CMS") implemented a new process requiring hospice providers to self-report their cap liabilities and remit applicable payment by March 31 of the following year.

### *Facility-Based Services*

The Company is reimbursed by Medicare for services provided under the LTACH prospective payment system. Each patient is assigned a long-term care diagnosis-related group. The Company is paid a predetermined fixed amount intended to reflect the average cost of treating a Medicare patient classified in that particular long-term care diagnosis-related group. For selected patients, the amount may be further adjusted based on length of stay and facility-specific costs, as well as in instances where a patient is discharged and subsequently re-admitted, among other factors. The Company calculates the adjustment based on a historical average of these types of adjustments for claims paid. Similar to other Medicare prospective payment systems, the rate is also adjusted for geographic wage differences. Revenue is recognized for the Company's LTACHs as services are provided.

### *Medicaid, managed care, and other payors*

The Company's Medicaid reimbursement is based on a predetermined fee schedule applied to each service provided. Therefore, revenue is recognized for Medicaid services as services are provided based on this fee schedule. The Company's managed care and other payors reimburse the Company based upon a predetermined fee schedule or an episodic basis, depending on the terms of the applicable contract. Accordingly, the Company recognizes revenue from managed care and other payors in the same manner as the Company recognizes revenue from Medicare or Medicaid.

### *Accounts Receivable and Allowances for Uncollectible Accounts*

The Company reports accounts receivable net of estimated allowances for uncollectible accounts and adjustments. Accounts receivable are uncollateralized and consist of amounts due from Medicare, Medicaid, other third-party payors, and patients. To provide for accounts receivable that could become uncollectible in the future, the Company establishes an allowance for uncollectible accounts to reduce the carrying amount of such receivables to their estimated net realizable value. The credit risk for other concentrations of receivables is limited due to the significance of Medicare as the primary payor. The Company believes the credit risk associated with its Medicare accounts, which have historically exceeded 50% of its patient accounts receivable, is limited due to (i) the historical collection rate from Medicare and (ii) the fact that Medicare is a U.S. government payor. The Company does not believe that there are any other concentrations of receivables from any particular payor that would subject it to any significant credit risk in the collection of accounts receivable.

The amount of the provision for bad debts is based upon the Company's assessment of historical and expected net collections, business and economic conditions, and trends in government reimbursement. Uncollectible accounts are written off when the Company has determined the account will not be collected.

A portion of the estimated Medicare prospective payment system reimbursement from each submitted home nursing episode is received in the form of a request for anticipated payment ("RAP"). The Company submits a RAP for 60% of the

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estimated reimbursement for the initial episode at the start of care. The full amount of the episode is billed after the episode has been completed. The RAP received for that particular episode is deducted from the final payment. If a final bill is not submitted within the greater of 120 days from the start of the episode, or 60 days from the date the RAP was paid, any RAP received for that episode will be recouped by Medicare from any other Medicare claims in process for that particular provider. The RAP and final claim must then be resubmitted. For subsequent episodes of care contiguous with the first episode for a particular patient, the Company submits a RAP for 50% instead of 60% of the estimated reimbursement.

The Company's Medicare population is paid at prospectively set amounts that can be determined at the time services are rendered. The Company's Medicaid reimbursement is based on a predetermined fee schedule applied to each individual service it provides. The Company's managed care contracts are structured similar to either the Medicare or Medicaid payment methodologies. The Company is able to calculate its actual amount due at the patient level and adjust the gross charges down to the actual amount at the time of billing. This negates the need to record an estimated contractual allowance when reporting net service revenue for each reporting period.

### **Other Significant Accounting Policies**

#### ***Earnings Per Share***

Basic per share information is computed by dividing the relevant amounts from the condensed consolidated statements of income by the weighted-average number of shares outstanding during the period, under the treasury stock method. Diluted per share information is also computed using the treasury stock method, by dividing the relevant amounts from the condensed consolidated statements of income by the weighted-average number of shares outstanding plus potentially dilutive shares.

The following table sets forth shares used in the computation of basic and diluted per share information:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Weighted average number of shares outstanding for basic per share calculation	17,740,818	17,588,163	17,704,561	17,546,773
Effect of dilutive potential shares:				
Options	—	—	—	1,146
Nonvested stock	269,704	131,310	227,139	116,365
Adjusted weighted average shares for diluted per share calculation	18,010,522	17,719,473	17,931,700	17,664,284
Anti-dilutive shares	—	20,001	137,400	214,856

### **Recently Adopted Accounting Pronouncements**

In March 2016, as part of its Simplification Initiative, the FASB issued ASU No. 2016-09, *Compensation - Stock Compensation* ("ASU 2016-09"), which seeks to reduce complexity in accounting standards. The areas for simplification in ASU 2016-09, involve several aspects of the accounting for share-based payment transaction, including (1) accounting for income taxes, (2) classification of excess tax benefits on the statement of cash flow, (3) forfeitures, (4) minimum statutory tax withholding requirements, (5) classification of employee taxes paid on the statement of cash flows when an employer withholds shares for tax withholding purposes, (6) the practical expedient for estimating the expected term, and (7) intrinsic value. The Company adopted the new standard on its effective date on January 1, 2017 and elected to apply this adoption prospectively.

All excess tax benefits and deficiencies in the current and future periods will be recognized as income tax expense in the Company's consolidated financial statements in the reporting period in which they occur. The Company recorded excess tax benefits of \$1.0 million in income tax expense for the nine months ended September 30, 2017. Additionally, the Company elected to continue to apply an estimated rate of forfeiture to its compensation expense for share-based awards.

### **Recently Issued Accounting Pronouncements**

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On May 28, 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, ("ASU 2014-09") which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for reporting periods beginning after December 15, 2017. The standard permits the use of either the full retrospective or cumulative effect transition method. As the Company progresses with evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures, the Company does not expect a material impact on its consolidated financial statements upon implementation on January 1, 2018. Currently, the Company anticipates adopting the new standard using the full retrospective method for all periods presented.

In February 2016, the FASB issued ASU No. 2016-02, *Leases*, ("ASU 2016-02") which requires lessees to recognize qualifying leases on the statement of financial position. Qualifying leases will be classified as right-of-use assets and lease liabilities. The new standard is effective on January 1, 2019. Early adoption is permitted. ASU 2016-02 mandates a modified retrospective transition method for all entities. The Company anticipates that the adoption of ASU 2016-02 will result in a material increase in total assets and total liabilities. The Company continues to evaluate the effect that ASU 2016-02 will have on its related disclosures.

### **3. Acquisitions and Joint Ventures**

On January 1, 2017, the Company formed a joint venture with LifePoint Health, Inc. ("LifePoint"). LifePoint contributed 28 home health agencies, 12 hospice agencies, and one inpatient hospice unit to the joint venture during the nine months ended September 30, 2017. The Company acquired majority ownership of the membership interests of these agencies. These providers conduct home health operations in Arizona, Colorado, Louisiana, Michigan, North Carolina, Pennsylvania, Tennessee, Texas, and Virginia; and hospice operations in Michigan, North Carolina, Pennsylvania, Tennessee, and Virginia.

On June 1, 2017, the Company formed a joint venture with Baptist Memorial Health Care ("Baptist"). Baptist contributed three home health agencies and six hospice agencies to the joint venture during the nine months ended September 30, 2017. The Company acquired majority ownership of the membership interests of these agencies. These providers conduct home health and hospice operations in Mississippi and Tennessee.

On September 1, 2017, the Company formed a joint venture with Christus Continuing Care ("Christus"). Christus contributed seven home health agencies, five hospice agencies, one inpatient hospice unit, one community-based agency, and six LTACH agencies to the joint venture during the nine months ended September 30, 2017. The Company acquired majority ownership of the membership interests of these agencies. These providers conduct home health, hospice, and community-based operations in Louisiana and Texas; and LTACH operations in Arkansas, Louisiana, and Texas.

In separate transactions, the Company acquired two home health agencies, two hospice agencies, one inpatient hospice unit, and one pharmacy during the nine months ended September 30, 2017.

The total aggregate purchase price for these transactions was \$76.7 million, of which \$10.4 million was paid in December 2016 and \$61.2 million was primarily paid in cash during the nine months ended September 30, 2017. The purchase prices were determined based on the Company's analysis of comparable acquisitions and the target market's potential future cash flows.

Goodwill generated from the acquisitions was recognized based on the expected contributions of each acquisition to the overall corporate strategy. The Company expects its portion of goodwill to be fully tax deductible. The acquisitions were accounted for under the acquisition method of accounting. Accordingly, the accompanying interim financial information includes the results of operations of the acquired entities from the date of acquisition.

The following table summarizes the aggregate consideration paid for the acquisitions and the amounts of the assets acquired and liabilities assumed at the acquisition dates, as well as their fair value at the acquisition dates and the noncontrolling interest acquired during the nine months ended September 30, 2017 (amounts in thousands):

<b>Consideration</b>	
Cash	\$ 71,677
<b>Fair value of total consideration transferred</b>	
Recognized amounts of identifiable assets acquired and liabilities assumed:	
Patient accounts receivable	6,532
Trade name	13,953
Certificates of need/licenses	16,447
Other identifiable intangible assets	6
Other assets and (liabilities), net	2,121
<b>Total identifiable assets</b>	<b>39,059</b>
Noncontrolling interest	52,492
<b>Goodwill, including noncontrolling interest of \$34,313</b>	<b>\$ 85,110</b>

The Company conducted preliminary assessments and recognized provisional amounts in its initial accounting for the acquisitions of majority ownership of three joint venture partnerships for all identified assets in accordance with the requirements of ASC Topic 805. The Company is continuing its review of these matters during the measurement period. If new information about facts and circumstances that existed at the acquisition date is obtained and indicates adjustments are necessary, the acquisition accounting will be revised to adjust to the provisional amounts initially recognized.

#### 4. Goodwill and Intangibles

The changes in recorded goodwill by reporting unit for the nine months ended September 30, 2017 were as follows (amounts in thousands):

	Home health reporting unit	Hospice reporting unit	Community - based reporting unit	Facility-based reporting unit	Total
<b>Balance as of December 31, 2016</b>	\$ 210,839	\$ 64,234	\$ 18,820	\$ 13,424	\$ 307,317
Goodwill from acquisitions	29,448	15,188	4,285	1,876	50,797
Goodwill related to noncontrolling interests	20,781	9,674	2,856	1,002	34,313
Goodwill related to disposals	(80)	—	—	—	(80)
Goodwill related to prior period net working capital adjustments.....	(5)	—	—	347	342
<b>Balance as of September 30, 2017</b>	<b>\$ 260,983</b>	<b>\$ 89,096</b>	<b>\$ 25,961</b>	<b>\$ 16,649</b>	<b>\$ 392,689</b>

Intangible assets consisted of the following as of September 30, 2017 and December 31, 2016 (amounts in thousands):



September 30, 2017				
	Remaining useful life	Gross carrying amount	Accumulated amortization	Net carrying amount
<b>Indefinite-lived assets:</b>				
Trade names	Indefinite	\$ 78,590	\$ —	\$ 78,590
Certificates of need/licenses	Indefinite	49,773	—	49,773
<b>Total</b>		<b>\$ 128,363</b>	<b>\$ —</b>	<b>\$ 128,363</b>
<b>Definite-lived assets:</b>				
Trade names	2 months — 9 years	\$ 9,291	\$ (7,184)	\$ 2,107
Non-compete agreements	2 month — 2 years	5,732	(5,423)	309
<b>Total</b>		<b>\$ 15,023</b>	<b>\$ (12,607)</b>	<b>\$ 2,416</b>
<b>Balance as of September 30, 2017</b>		<b>\$ 143,386</b>	<b>\$ (12,607)</b>	<b>\$ 130,779</b>

December 31, 2016				
	Remaining useful life	Gross carrying amount	Accumulated amortization	Net carrying amount
<b>Indefinite-lived assets:</b>				
Trade names	Indefinite	\$ 64,672	\$ —	\$ 64,672
Certificates of need/licenses	Indefinite	33,327	—	33,327
<b>Total</b>		<b>\$ 97,999</b>	<b>\$ —</b>	<b>\$ 97,999</b>
<b>Definite-lived assets:</b>				
Trade names	8 months — 9 years	\$ 9,294	\$ (5,991)	\$ 3,303
Non-compete agreements	2 months — 3 years	5,681	(4,977)	704
<b>Total</b>		<b>\$ 14,975</b>	<b>\$ (10,968)</b>	<b>\$ 4,007</b>
<b>Balance as of December 31, 2016</b>		<b>\$ 112,974</b>	<b>\$ (10,968)</b>	<b>\$ 102,006</b>

Intangible assets of \$87.8 million, net of accumulated amortization, were related to the home health services segment, \$31.8 million were related to the hospice services segment, \$9.0 million were related to the community-based services segment, and \$2.2 million were related to the facility-based services segment as of September 30, 2017. The Company recorded \$1.6 million and \$1.8 million of amortization expense during the nine months ended September 30, 2017 and 2016, respectively. This was recorded in general and administrative expenses.

## 5. Debt

### *Credit Facility*

On June 18, 2014, the Company entered into a Credit Agreement (the “Credit Agreement”) with Capital One, National Association, which provides a senior, secured revolving line of credit commitment with a maximum principal borrowing limit of \$225.0 million and a letter of credit sub-limit equal to \$15.0 million. The expiration date of the Credit Agreement is June 18, 2019. Revolving loans under the Credit Agreement bear interest at, as selected by the Company, either a (1) Base Rate, which is defined as a fluctuating rate per annum equal to the highest of (a) the Federal Funds Rate in effect on such day plus 0.5% (b) the Prime Rate in effect on such day and (c) the Eurodollar Rate for a one month interest period on such day plus 1.0%, plus a margin ranging from 0.75% to 1.5% per annum or (2) Eurodollar rate plus a margin ranging from 1.75% to 2.5% per annum. Swing line loans bear interest at the Base Rate. The Company is limited to 15 Eurodollar borrowings outstanding at the same time. The Company is required to pay a commitment fee for the unused commitments at rates ranging from 0.225% to 0.375% per annum depending upon the Company’s consolidated Leverage Ratio, as defined in the Credit Agreement. The Base Rate at September 30, 2017 was 5.25% and the Eurodollar rate was 3.24%.

As of September 30, 2017 and December 31, 2016, respectively, the Company had \$119.0 million and \$87.0 million drawn and letters of credit totaling \$11.0 million outstanding under its credit facilities with Capital One, National Association.

As of September 30, 2017, the Company had \$95.0 million available for borrowing under the Credit Agreement with Capital One, National Association.

## 6. Stockholder's Equity

### *Equity Based Awards*

The 2010 Long Term Incentive Plan (the "2010 Incentive Plan") is administered by the Compensation Committee of the Company's Board of Directors. A total of 1,500,000 shares of the Company's common stock were reserved and 391,414 shares are currently available for issuance pursuant to awards granted under the 2010 Incentive Plan. A variety of discretionary awards for employees, officers, directors, and consultants are authorized under the 2010 Incentive Plan, including incentive or non-qualified statutory stock options and nonvested stock. All awards must be evidenced by a written award certificate which will include the provisions specified by the Compensation Committee of the Board of Directors. The Compensation Committee determines the exercise price for non-statutory stock options. The exercise price for any option cannot be less than the fair market value of the Company's common stock as of the date of grant.

### *Share Based Compensation*

#### *Nonvested Stock*

During the nine months ended September 30, 2017, the Company's independent directors were granted 11,700 nonvested shares of common stock under the Second Amended and Restated 2005 Non-Employee Directors Compensation Plan. The shares were drawn from the 1,500,000 shares of common stock reserved for issuance under the 2010 Incentive Plan. The shares vest 100% on the one year anniversary date. During the nine months ended September 30, 2017, employees were granted 139,310 nonvested shares of common stock pursuant to the 2010 Incentive Plan. The shares vest over a period of five years, conditioned on continued employment. The fair value of nonvested shares of common stock is determined based on the closing trading price of the Company's common stock on the grant date. The weighted average grant date fair value of nonvested shares of common stock granted during the nine months ended September 30, 2017 was \$48.52.

The following table represents the nonvested stock activity for the nine months ended September 30, 2017:

	Number of shares	Weighted average grant date fair value
Nonvested shares outstanding as of December 31, 2016	574,711	\$ 31.61
Granted	151,010	\$ 48.52
Vested	(191,463)	\$ 28.91
Forfeited	(3,793)	\$ 39.30
Nonvested shares outstanding as of September 30, 2017	<u>530,465</u>	\$ 37.35

As of September 30, 2017, there was \$14.9 million of total unrecognized compensation cost related to nonvested shares of common stock granted. That cost is expected to be recognized over the weighted average period of 3.13 years. The total fair value of shares of common stock vested during the nine months ended September 30, 2017 was \$5.5 million. The Company records compensation expense related to nonvested stock awards at the grant date for shares of common stock that are awarded fully vested, and over the vesting term on a straight line basis for shares of common stock that vest over time. The Company recorded \$4.5 million and \$3.5 million of compensation expense related to nonvested stock grants in the nine months ended September 30, 2017 and 2016, respectively.

### *Employee Stock Purchase Plan*

In 2006, the Company adopted the Employee Stock Purchase Plan whereby eligible employees may purchase the Company's common stock at 95% of the market price on the last day of the calendar quarter. There were 250,000 shares of common stock initially reserved for the plan. In 2013, the Company adopted the Amended and Restated Employee Stock Purchase Plan, which reserved an additional 250,000 shares of common stock to the plan.

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The table below details the shares of common stock issued during 2017:

	<b>Number of shares</b>	<b>Per share price</b>
Shares available as of December 31, 2016	189,611	
Shares issued during the three months ended March 31, 2017	5,891	\$ 43.42
Shares issued during the three months ended June 30, 2017	4,152	\$ 51.21
Shares issued during the three months ended September 30, 2017.....	4,775	\$ 64.49
Shares available as of September 30, 2017	<u>174,793</u>	

### *Treasury Stock*

In conjunction with the vesting of the nonvested shares of common stock, recipients incur personal income tax obligations. The Company allows the recipients to turn in shares of common stock to satisfy minimum tax obligations. During the nine months ended September 30, 2017, the Company redeemed 61,502 shares of common stock valued at \$3.1 million, related to these tax obligations.

## **7. Commitments and Contingencies**

### *Contingencies*

The Company provides services in a highly regulated industry and is a party to various proceedings and regulatory and other governmental and internal audits and investigations in the ordinary course of business (including audits by Zone Program Integrity Contractors ("ZPICs") and Recovery Audit Contractors ("RACs") and investigations resulting from the Company's obligation to self-report suspected violations of law). Management cannot predict the ultimate outcome of any regulatory and other governmental and internal audits and investigations. While such audits and investigations are the subject of administrative appeals, the appeals process, even if successful, may take several years to resolve. The Department of Justice, CMS, or other federal and state enforcement and regulatory agencies may conduct additional investigations related to the Company's businesses in the future. These audits and investigations have caused and could potentially continue to cause delays in collections and recoupments from governmental payors and may subject the Company to sanctions, damages, extrapolation of damage findings, additional recoupments, fines, and other penalties (some of which may not be covered by insurance), which may, either individually or in the aggregate, have a material adverse effect on the Company's business and financial condition.

The Company is involved in various legal proceedings arising in the ordinary course of business. Although the results of litigation cannot be predicted with certainty, management believes the outcome of pending litigation will not have a material adverse effect, after considering the effect of the Company's insurance coverage, on the Company's interim financial information.

### *Joint Venture Buy/Sell Provisions*

Most of the Company's joint ventures include a buy/sell option that grants to the Company and its joint venture partners the right to require the other joint venture party to either purchase all of the exercising member's membership interests or sell to the exercising member all of the non-exercising member's membership interest, at the non-exercising member's option, within 30 days of the receipt of notice of the exercise of the buy/sell option. In some instances, the purchase price is based on a multiple of the historical or future earnings before income taxes and depreciation and amortization of the equity joint venture at the time the buy/sell option is exercised. In other instances, the buy/sell purchase price will be negotiated by the partners and subject to a fair market valuation process. The Company has not received notice from any joint venture partners of their intent to exercise the terms of the buy/sell agreement nor has the Company notified any joint venture partners of its intent to exercise the terms of the buy/sell agreement.

### *Compliance*

The laws and regulations governing the Company's operations, along with the terms of participation in various government programs, regulate how the Company does business, the services offered and its interactions with patients and the public. These laws and regulations, and their interpretations, are subject to frequent change. Changes in existing laws or regulations, or their interpretations, or the enactment of new laws or regulations could materially and adversely affect the Company's operations and financial condition.

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The Company is subject to various routine and non-routine governmental reviews, audits and investigations. In recent years, federal and state civil and criminal enforcement agencies have heightened and coordinated their oversight efforts related to the health care industry, including referral practices, cost reporting, billing practices, joint ventures and other financial relationships among health care providers. Violation of the laws governing the Company's operations, or changes in the interpretation of those laws, could result in the imposition of fines, civil or criminal penalties and/or termination of the Company's rights to participate in federal and state-sponsored programs and suspension or revocation of the Company's licenses. The Company believes that it is in material compliance with all applicable laws and regulations.

### **8. Noncontrolling interest**

#### ***Noncontrolling Interest-Redeemable***

A majority of the Company's equity joint venture agreements include a provision that requires the Company to purchase the noncontrolling partner's interest upon the occurrence of certain triggering events, such as death or bankruptcy of the partner or the partner's exclusion from the Medicare or Medicaid programs. These triggering events and the related repurchase provisions are specific to each individual equity joint venture; if the repurchase provision is triggered in any one equity joint venture, the remaining equity joint ventures would not be impacted. Upon the occurrence of a triggering event, the Company would be required to purchase the noncontrolling partner's interest at either the fair value or the book value at the time of purchase, as stated in the applicable joint venture agreement. The Company has never been required to purchase the noncontrolling interest of any of its equity joint venture partners, and the Company believes the likelihood of a triggering event occurring is remote. According to authoritative guidance, redeemable noncontrolling interests must be reported outside of permanent equity on the consolidated balance sheet in instances where there is a repurchase provision with a triggering event that is outside the control of the Company.

The following table summarizes the activity of noncontrolling interest-redeemable for the nine months ended September 30, 2017 (amounts in thousands):

Balance as of December 31, 2016	\$ 12,567
Net income attributable to noncontrolling interest-redeemable	7,649
Noncontrolling interest-redeemable distributions	(6,933)
Sale of noncontrolling interest-redeemable	(77)
Balance as of September 30, 2017	<u>\$ 13,206</u>

### **9. Allowance for Uncollectible Accounts**

The following table summarizes the activity in the allowance for uncollectible accounts for the nine months ended September 30, 2017 (amounts in thousands):

Balance as of December 31, 2016	\$ 29,036
Additions	8,238
Deductions	(11,185)
Balance as of September 30, 2017	<u>\$ 26,089</u>

The allowance for uncollectible accounts declined to 15.2% from 18.9% of patient accounts receivable over the nine months ended September 30, 2017. This was due to a reduction in provision of bad debts due to more timely cash collections and an increase in amounts collected. Patient accounts receivable over 180 days decreased 17% during the nine months ended September 30, 2017 due to the Company's continued process improvements. The maturity of the Company's back office and field operations, the use of the point-of-care platform, and the use of other technology advancements in reporting and analytics were the drivers of improved collections.

### **10. Fair Value of Financial Instruments**

The carrying amounts of the Company's cash, receivables, accounts payable and accrued liabilities approximate their fair values because of their short maturity. The estimated fair value of intangible assets acquired was calculated using level 3 inputs

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based on the present value of anticipated future benefits. For the nine months ended September 30, 2017, the carrying value of the Company's long-term debt approximates fair value as the interest rates approximate current rates.

## 11. Segment Information

The Company's reportable segments consist of home health services, hospice services, community-based services, and facility-based services. The accounting policies of the segments are the same as those described in the summary of significant accounting policies, as described in Note 2 of the Notes to Condensed Consolidated Financial Statements.

The following tables summarize the Company's segment information for the three and nine months ended September 30, 2017 and 2016 (amounts in thousands):

	Three Months Ended September 30, 2017				
	Home health services	Hospice services	Community-based services	Facility-based services	Total
Net service revenue	\$ 198,978	\$ 41,291	12,146	\$ 20,457	\$ 272,872
Cost of service revenue	123,204	27,441	8,971	13,240	172,856
Provision for bad debts	2,661	234	30	269	3,194
General and administrative expenses	55,980	11,263	2,387	6,039	75,669
(Gain) loss on disposal of assets	20	13	—	(210)	(177)
Operating income	17,113	2,340	758	1,119	21,330
Interest expense	(746)	(149)	(50)	(50)	(995)
Income before income taxes and noncontrolling interest	16,367	2,191	708	1,069	20,335
Income tax expense	5,703	931	338	473	7,445
Net income	10,664	1,260	370	596	12,890
Less net income (loss) attributable to noncontrolling interests	1,759	273	(21)	(27)	1,984
Net income attributable to LHC Group, Inc.'s common stockholders	\$ 8,905	\$ 987	\$ 391	\$ 623	\$ 10,906
Total assets	\$ 515,562	\$ 156,296	\$ 44,621	\$ 48,574	\$ 765,053

	<b>Three Months Ended September 30, 2016</b>				
	<b>Home health services</b>	<b>Hospice services</b>	<b>Community-based services</b>	<b>Facility-based services</b>	<b>Total</b>
Net service revenue	\$ 167,529	\$ 35,322	\$ 11,793	\$ 16,153	\$ 230,797
Cost of service revenue	100,057	21,243	9,100	10,432	140,832
Provision for bad debts	2,049	797	190	239	3,275
General and administrative expenses	50,293	9,491	2,263	4,952	66,999
Loss on disposal of assets	20	5	—	117	142
Operating income	15,110	3,786	240	413	19,549
Interest expense	(612)	(90)	(41)	(73)	(816)
Income before income taxes and noncontrolling interest	14,498	3,696	199	340	18,733
Income tax expense	5,133	1,275	83	71	6,562
Net income	9,365	2,421	116	269	12,171
Less net income attributable to noncontrolling interests	1,853	553	—	149	2,555
Net income attributable to LHC Group, Inc.'s common stockholders	\$ 7,512	\$ 1,868	\$ 116	\$ 120	\$ 9,616
Total assets	\$ 425,923	\$ 119,906	\$ 33,549	\$ 34,075	\$ 613,453

	<b>Nine Months Ended September 30, 2017</b>				
	<b>Home health services</b>	<b>Hospice services</b>	<b>Community-based services</b>	<b>Facility-based services</b>	<b>Total</b>
Net service revenue	\$ 575,180	\$ 116,249	\$ 33,807	\$ 54,464	\$ 779,700
Cost of service revenue	352,896	75,187	24,905	35,396	488,384
Provision for bad debts	5,796	1,393	404	645	8,238
General and administrative expenses	165,153	32,404	6,957	16,563	221,077
(Gain) loss on disposal of assets	39	21	—	(83)	(23)
Operating income	51,296	7,244	1,541	1,943	62,024
Interest expense	(1,961)	(393)	(130)	(131)	(2,615)
Income before income taxes and noncontrolling interest	49,335	6,851	1,411	1,812	59,409
Income tax expense	16,712	2,439	602	657	20,410
Net income	32,623	4,412	809	1,155	38,999
Less net income (loss) attributable to noncontrolling interests	6,053	1,038	(7)	237	7,321
Net income attributable to LHC Group, Inc.'s common stockholders	\$ 26,570	\$ 3,374	\$ 816	\$ 918	\$ 31,678

	Nine Months Ended September 30, 2016				
	Home health services	Hospice services	Community-based services	Facility-based services	Total
Net service revenue	\$ 492,090	\$ 100,051	\$ 32,823	\$ 54,416	\$ 679,380
Cost of service revenue	294,359	61,836	24,656	32,710	413,561
Provision for bad debts	8,122	2,364	488	684	11,658
General and administrative expenses	150,948	27,787	6,557	16,004	201,296
Loss on disposal of assets	811	329	46	203	1,389
Operating income	37,850	7,735	1,076	4,815	51,476
Interest expense	(1,640)	(232)	(106)	(189)	(2,167)
Income before income taxes and noncontrolling interest	36,210	7,503	970	4,626	49,309
Income tax expense	11,026	2,484	413	1,577	15,500
Net income	25,184	5,019	557	3,049	33,809
Less net income (loss) attributable to noncontrolling interests	5,002	1,368	(57)	730	7,043
Net income attributable to LHC Group, Inc.'s common stockholders	\$ 20,182	\$ 3,651	\$ 614	\$ 2,319	\$ 26,766

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains certain statements and information that may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements relate to future plans and strategies, anticipated events or trends, future financial performance, and expectations and beliefs concerning matters that are not historical facts or that necessarily depend upon future events. The words "may," "should," "could," "would," "expect," "plan," "intend," "anticipate," "believe," "estimate," "project," "predict," "potential," and similar expressions are intended to identify forward-looking statements. Specifically, this report contains, among others, forward-looking statements about:

- our expectations regarding financial condition or results of operations for periods after September 30, 2017;
- our critical accounting policies;
- our business strategies and our ability to grow our business;
- our participation in the Medicare and Medicaid programs;
- the reimbursement levels of Medicare and other third-party payors;
- the prompt receipt of payments from Medicare and other third-party payors;
- our future sources of and needs for liquidity and capital resources;
- the effect of any regulatory changes under the new presidential administration;
- the effect of any changes in market rates on our operations and cash flows;
- our ability to obtain financing;
- our ability to make payments as they become due;
- the outcomes of various routine and non-routine governmental reviews, audits and investigations;

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- our expansion strategy, the successful integration of recent acquisitions and, if necessary, the ability to relocate or restructure our current facilities;
- the value of our proprietary technology;
- the impact of legal proceedings;
- our insurance coverage;
- our competitors and our competitive advantages;
- our ability to attract and retain valuable employees;
- the price of our stock;
- our compliance with environmental, health and safety laws and regulations;
- our compliance with health care laws and regulations;
- our compliance with SEC laws and regulations and Sarbanes-Oxley requirements;
- the impact of federal and state government regulation on our business; and
- the impact of changes in future interpretations of fraud, anti-kickback, or other laws.

The forward-looking statements included in this report reflect our current views about future events, are based on assumptions, and are subject to known and unknown risks and uncertainties. Many important factors could cause actual results or achievements to differ materially from any future results or achievements expressed in or implied by our forward-looking statements. Many of the factors that will determine future events or achievements are beyond our ability to control or predict. Important factors that could cause actual results or achievements to differ materially from the results or achievements reflected in our forward-looking statements include, among other things, the factors discussed in the Part II, Item 1A. “Risk Factors,” included in this report and in our other filings with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2016 (the “2016 Form 10-K”), as updated by our subsequent filings with the SEC. This report should be read in conjunction with the 2016 Form 10-K, and all of our other filings made with the SEC through the date of this report, including quarterly reports on Form 10-Q and current reports on Form 8-K.

You should read this report, the information incorporated by reference into this report, and the documents filed as exhibits to this report completely and with the understanding that our actual future results or achievements may differ materially from what we expect or anticipate.

The forward-looking statements contained in this report reflect our views and assumptions only as of the date this report is filed with the SEC. Except as required by law, we assume no responsibility for updating any forward-looking statements.

We qualify all of our forward-looking statements by these cautionary statements. In addition, with respect to all of our forward-looking statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Unless the context otherwise requires, “we,” “us,” “our,” and the “Company” refer to LHC Group, Inc. and its consolidated subsidiaries.

## **OVERVIEW**

We provide quality, cost-effective post-acute health care services to our patients. As of September 30, 2017, we have 449 service providers in 27 states. Our services are classified into four segments: (1) home health services, (2) hospice services, (3) community-based services, and (4) facility-based services offered through our long-term acute care hospitals (“LTACHs”). We intend to increase the number of service providers within each of our four segments that we operate through continued acquisitions, joint ventures, and organic development.

Through our home health services segment, we offer a wide range of services, including skilled nursing, medically-oriented social services, and physical, occupational, and speech therapy. As of September 30, 2017, we operated 324 home health services locations, of which 166 are wholly-owned, 152 are majority-owned through equity joint ventures, three are under license lease arrangements, and the operations of the remaining three locations are only managed by us.



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Through our hospice services segment, we offer a wide range of services, including pain and symptom management, emotional and spiritual support, inpatient and respite care, homemaker services, and counseling. As of September 30, 2017, we operated 92 hospice locations, of which 46 are wholly-owned, 44 are majority-owned through equity joint ventures, and two are under license lease arrangements.

Through our community-based services segment, services are performed by skilled nursing and paraprofessional personnel, and include assistance with activities of daily living to the elderly, chronically ill, and disabled patients. As of September 30, 2017, we operated 12 community-based services locations: 10 are wholly-owned and two are majority-owned through an equity joint venture.

We provide facility-based services principally through our LTACHs. As of September 30, 2017, we operated 11 LTACHs with 15 locations, of which all but one are located within host hospitals. Of these facility-based services locations, three are wholly-owned, 11 are majority-owned through equity joint ventures, and one location is managed by us. We also wholly-own and operate a family health center, two pharmacies, a rural health clinic, and two physical therapy clinics.

The Joint Commission is a nationwide commission that establishes standards relating to the physical plant, administration, quality of patient care, and operation of medical staffs of health care organizations. Currently, Joint Commission accreditation of home nursing and hospice agencies is voluntary. However, some managed care organizations use Joint Commission accreditation as a credentialing standard for regional and state contracts. As of September 30, 2017, the Joint Commission had accredited 299 of our 324 home health services locations and 61 of our 92 hospice agencies. Those not yet accredited are working towards achieving this accreditation. As we acquire companies, we apply for accreditation 12 to 18 months after completing the acquisition.

The percentage of net service revenue contributed from each reporting segment for the three and nine months ended September 30, 2017 and 2016 was as follows:

Reporting segment	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Home health services	72.9%	72.6%	73.8%	72.5%
Hospice services	15.1	15.3	14.9	14.7
Community-based services	4.5	5.1	4.3	4.8
Facility-based services	7.5	7.0	7.0	8.0
	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>

## Recent Developments

### *Home Health Services*

On April 14, 2015, legislation was passed which limits any increase in home health payments to 1% for fiscal year 2018 and extended the 3% rural home health safeguard for two years through December 31, 2017.

On October 31, 2016, CMS released a Final Rule (effective January 1, 2017) regarding payment rates for home health services provided during calendar year 2017. The national, standardized 60-day episode payment rate increased to \$2,989.97 for 2017. The rural rate is \$3,079.67. The Final Rule implements the final year of the four year phase-in of the rebasing adjustments to the national, standardized 60-day episode payment rate and the decrease of 0.97% to account for nominal case-mix growth between calendar year 2012 and calendar year 2014, which was not accounted for in the rebasing adjustments finalized in calendar year 2014. The Final Rule also contains minor adjustments to the Home Health Value-Based Purchasing ("HHVBP") program and to the home health quality reporting program. CMS estimates the overall economic impact of the proposed rule's policy changes and payment rate update is an estimated aggregate decrease of 0.7% in payments to home health agencies, which decrease will vary based on each agency's wage index and patient mix weight.

In addition, CMS finalized its proposal to implement a HHVBP program that is intended to incentivize the delivery of high-quality patient care. The HHVBP program would withhold 3% to 8% of Medicare payments, which would be redistributed to participating home health agencies depending on their performance relative to specified measures. The HHVBP would apply

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to all home health agencies in Arizona, Florida, Iowa, Massachusetts, Maryland, Nebraska, North Carolina, Tennessee, and Washington, effective January 1, 2018.

On November 1, 2017, CMS released the Final Rule (effective January 1, 2018) regarding payment rates for home health services provided during calendar year 2018. The national, standardized 60-day episode payment rate will increase to \$3,039.64 in 2018. The Final Rule estimates an impact of 0.5% reduction in payments due to the expiration of the rural add-on provision, a 1% home health payment update percentage, and 0.97% adjustment for case mix (the third year of a three year adjustment). CMS also estimates a reduction in regulatory reporting due to the removal of a number of quality measures and OASIS items. CMS estimates the overall economic impact of the Final Rule's changes and payment rate update is an estimated decrease of 0.4% in payments to home health agencies. In addition, CMS decided not to finalize its rule on the Home Health Groupings Model ("HHGM") as was proposed, but instead will take additional time to further engage with stakeholders to move towards a system that shifts the focus from volume of services to a more patient-centered model.

*Hospice Services*

On July 29, 2016, CMS issued a Final Rule updating Medicare payment rates and the wage index for hospices for fiscal year 2017, which resulted in a 2.1% increase in payment rates. The 2.1% increase is based on 2.7% inpatient hospital market basket update, reduced by a 0.3% productivity adjustment, and a 0.3% adjustment set by the Patient Protection and Affordable Care Act ("PPACA"). The hospice cap amount for the 2017 hospice cap year will be \$28,404.99. The following table shows the hospice Medicare payment rates for fiscal year 2017, which began on October 1, 2016 and ended September 30, 2017:

Description	Rate per patient day
Routine Home Care days 1-60	\$ 190.55
Routine Home Care days 60+	\$ 149.82
Continuous Home Care	\$ 964.63
Full Rate = 24 hours of care	
\$40.19 = hourly rate	
Inpatient Respite Care	\$ 170.97
General Inpatient Care	\$ 734.94

On August 1, 2017, CMS issued a Final Rule updating Medicare payment rates and the wage index for hospices for fiscal year 2018. The result will be in a 1.0% increase in payment rates due to the provisions of Section 411 (d) of the Medicare Access and CHIP Reauthorization Act of 2015 (Pub. L. 114-10) ("MACRA"). The hospice cap will be \$28,689.04, which is a 1% increase. The Final Rule finalizes eight measures from Consumer Assessment of Healthcare Providers and Systems ("CAHPS") Hospice Survey data already submitted by hospices. The rule also finalizes the extension of the exception for quality reporting purposes from 30 calendar days to 90 calendar days after the date that an extraordinary circumstance occurred. CMS will begin public reporting Hospice Quality Reporting Program ("HQR") data via a Hospice Compare Site in August 2017 to help customers make informed choices. Hospices that fail to meet quality reporting requirements will receive a two percentage point reduction to their payments.

The following table shows the hospice Medicare payment rates for fiscal year 2018, which began on October 1, 2017 and will end September 30, 2018:

Description	Rate per patient day
Routine Home Care days 1-60	\$ 192.78
Routine Home Care days 60+	\$ 151.41
Continuous Home Care	\$ 976.42
Full Rate = 24 hours of care	
\$40.68 = hourly rate	
Inpatient Respite Care	\$ 172.78
General Inpatient Care	\$ 743.55

### *Community-Based Services*

Community-based services are in-home care services, which are primarily performed by skilled nursing and paraprofessional personnel, and include assistance with activities of daily living to the elderly, chronically ill, and disabled patients. Revenue is generated on an hourly basis and our current primary payors are TennCare Managed Care Organization and Medicaid. Approximately 70% of our net service revenue in this segment was generated in Tennessee for the nine months ended September 30, 2017.

### *Facility-Based Services*

On December 26, 2013, President Obama signed into law the Bipartisan Budget Act of 2013 (Public Law 113-67). This law prevents a scheduled payment reduction for physicians and other practitioners who treat Medicare patients from taking effect on January 1, 2014. Included in the legislation are the following changes to LTACH reimbursement:

- Medicare discharges from LTACHs will continue to be paid at full LTACH PPS rates if:
  - the patient spent at least three days in a short-term care hospital (“STCH”) intensive care unit (“ICU”) during a STCH stay that immediately preceded the LTACH stay, or
  - the patient was on a ventilator for more than 96 hours in the LTACH (based on the MS-LTACH DRG assigned) and had a STCH stay immediately preceding the LTACH stay.
  - Also, the LTACH discharge cannot have a principal diagnosis that is psychiatric or rehabilitation.
- All other Medicare discharges from LTACHs will be paid at a new “site neutral” rate, which is the lesser of the (“IPPS”) comparable per diem amount determined using the formula in the short-stay outlier regulation at 42 C.F.R. § 412.529(d)(4) plus applicable outlier payments, or 100% of the estimated cost of the services involved.
- The above new payment policy will be effective for LTACH cost reporting periods beginning on or after October 1, 2015, and the site neutral payment rate will be phased-in over two years.
- For cost reporting periods beginning on or after October 1, 2015, discharges paid at the site neutral payment rate or by a Medicare Advantage plan (Part C) will be excluded from the LTACH average length-of-stay (“ALOS”) calculation.
- For cost reporting periods beginning in fiscal year 2016 and later, CMS will notify LTACHs of their “LTACH discharge payment percentage” (i.e., the number of discharges not paid at the site neutral payment rate divided by the total number of discharges).
- For cost reporting periods beginning in fiscal year 2020 and later, LTACHs with less than 50% of their discharges paid at the full LTACH PPS rates will be switched to payment under the IPPS for all discharges in subsequent cost reporting periods. However, CMS will set up a process for LTACHs to seek reinstatement of LTACH PPS rates for applicable discharges.
- MedPAC will study the impact of the above changes on quality of care, use of hospice and other post-acute care settings, different types of LTACHs and growth in Medicare spending on LTACHs. MedPAC is to submit a report to Congress with any recommendations by June 30, 2019. The report is to also include MedPAC’s assessment of whether the 25 Percent rule should continue to be applied.

On August 2, 2016, CMS released the final rule to update fiscal year 2017 LTACH reimbursement and policies under the LTACH PPS, which affects discharges occurring in cost reporting periods beginning on or after October 1, 2016. CMS projects that overall LTACH PPS spending would decrease by 7.1% compared to fiscal year 2016 payments. This estimated decrease is attributable to the statutory decrease in payment rates for site neutral LTACH PPS cases that do not meet the clinical criteria to qualify for higher LTACH rates in cost reporting years beginning on or after October 1, 2016. Cases that do qualify for higher LTACH PPS rates will see a payment rate increase of 0.7% (including a market basket update of 2.8% reduced by a multi-factor productivity adjustment of 0.3%, minus an additional adjustment of 0.75 percentage point in accordance with the PPACA, for a net market basket of 1.75%). The LTACH PPS standard federal payment rate for fiscal year 2017 is \$42,476.41 (increased from \$41,762.85 in fiscal year 2016). Site-neutral discharges will have a 23% reduction in payments. CMS also proposes to begin enforcement of the 25 Percent rule which will cap the number of patients treated at an LTACH who have been referred from all locations of a hospital. Grandfathered LTACH facilities are exempt from the 25 Percent rule, while rural LTACHs will have a threshold of 50% and MSA-dominant hospitals will have a threshold between 25% and 50%. The 25 Percent rule will apply to discharges occurring after October 1, 2016. CMS will have two separate outlier pools and thresholds

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for LTACH-appropriate patients and for site-neutral patients. For 2017, CMS finalized an increase of its fixed-loss threshold to \$21,943 from 2016's \$16,423, to limit outlier spending at no more than 8% of total LTACH spending (2016 outlier payments may reach 9.0%). CMS is applying the proposed inpatient fixed-loss threshold of \$23,570 for site neutral patients. CMS also finalized four new measures for the LTACH Quality Reporting Program to meet the requirements of the Improving Medicare Post-Acute Care Transformation (IMPACT) Act. For the fiscal year 2018 LTACH Quality Reporting Program, CMS added quality measures for Medicare spending per beneficiary, discharge to community and potentially-preventable 30-day post-discharge readmissions. For the fiscal year 2020 LTACH Quality Reporting Program, CMS adopted a new drug regimen review measure.

On December 7, 2016, Congress passed the 21st Century Cures Act ("Cures"), which boosts funding for medical research, eases the development and approval of experimental treatments and reforms federal policy on mental health care. Included in the bill was relief for LTACHs under a one year moratorium on the 25 Percent Rule, which would otherwise penalize LTACHs that admit more than 25% of their patients from a particular acute care hospital. As modified by Cures, implementation of the 25 Percent Rule will be suspended during federal fiscal year 2017 (October 1, 2016 through September 30, 2017).

On August 2, 2017, CMS posted a display copy of its final rule for the annual update to Medicare payment rates and policies for the Fiscal Year 2018 inpatient hospitals prospective payment system and the LTACH PPS. CMS estimates the impact of the proposed rule will result in a 2.4% overall reduction in LTACH spending. The LTACH standard federal rate is reduced to \$41,430.56 from \$42,476.41. CMS is also proposing a 12 month administrative moratorium on application of the 25 Percent Rule beginning with the expiration of the statutory moratorium after September 30, 2017. The 25 Percent Rule will not be applied to LTACHs for discharges occurring on or before September 30, 2018. CMS also adopted certain adjustments to high cost outlier and short stay outlier policies. CMS finalized its proposal for a new severe wound exception to be paid at standard Federal LTACH rates instead of site neutral payments for grandfathered LTACHs. CMS changed the separateness and control restrictions for certain co-located IPPS-exempt hospitals. The Final Rule also adds three new quality measures and discontinues two quality measures. CMS also finalized its proposal to implement collection of standardized patient assessment data under the IMPACT Act on functional status, cognitive function, cancer treatments, respiratory treatments, transfusions and other special services effective for admissions on/after April 1, 2019.

None of the aforementioned estimated changes to Medicare payments for home health, hospice, and LTACHs include the deficit reduction sequester cuts to Medicare that began on April 1, 2013, which reduced Medicare payments by 2% for patients whose service dates ended on or after April 1, 2013.

## RESULTS OF OPERATIONS

### Three months ended September 30, 2017 compared to three months ended September 30, 2016

#### Consolidated financial statements

The following table summarizes our consolidated results of operations for the three months ended September 30, 2017 and 2016 (amounts in thousands, except percentages which are percentages of consolidated net service revenue, unless indicated otherwise):

	2017		2016		Increase (Decrease)
Net service revenue	\$ 272,872		\$ 230,797		\$ 42,075
Cost of service revenue	172,856	63.3 %	140,832	61.0%	32,024
Provision for bad debts	3,194	1.2	3,275	1.4	(81)
General and administrative expenses	75,669	27.7	66,999	29.0	8,670
(Gain) loss on disposal of assets	(177)	(0.1)	142	0.1	319
Interest expense	(995)		(816)		179
Income tax expense	7,445	41.1	(1) 6,562	40.6 (2)	883
Noncontrolling interest	1,984		2,555		(571)
Net income attributable to LHC Group, Inc.'s common stockholders	<u>\$ 10,906</u>		<u>\$ 9,616</u>		<u>\$ 1,290</u>

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- (1) Effective tax rate as a percentage of income from continuing operations attributable to LHC Group, Inc.'s common stockholders, excluding the excess tax benefits realized during the three months ended September 30, 2017 of \$0.09 million. For a discussion on the excess tax benefits, see Note 2 of the Notes to Condensed Consolidated Financial Statements, which is incorporated herein by reference.
- (2) Effective tax rate as a percentage of income from continuing operations attributable to LHC Group, Inc.'s common stockholders.

*Net service revenue*

The following table sets forth each of our segment's revenue growth or loss, admissions, census, episodes, patient days, and billable hours for the three months ended September 30, 2017 and the related change from the same period in 2016 (amounts in thousands, except admissions, census, episode data, patient days and billable hours):

	Same Store(1)	De Novo(2)	Organic(3)	Organic Growth (Loss) %	Acquired(4)	Total	Total Growth (Loss) %
<b>Home health services</b>							
Revenue	\$ 184,467	\$ 327	\$ 184,794	10.3 %	\$ 14,184	\$ 198,978	18.8%
Revenue Medicare	\$ 133,597	\$ 283	\$ 133,880	4.9	\$ 9,267	\$ 143,147	12.1
Admissions	43,122	73	43,195	6.2	4,646	47,841	17.7
Medicare Admissions	27,207	61	27,268	1.7	2,696	29,964	11.8
Average Census	39,893	50	39,943	3.7	3,507	43,450	12.8
Average Medicare Census	27,599	40	27,639	(1.2)	2,052	29,691	6.1
Home Health Episodes	50,123	75	50,198	2.0	3,805	54,003	9.7
<b>Hospice services</b>							
Revenue	\$ 33,581	\$ 517	\$ 34,098	(3.5)	\$ 7,193	\$ 41,291	16.9
Revenue Medicare	\$ 31,680	\$ 451	\$ 32,131	(2.9)	\$ 5,785	\$ 37,916	14.6
Admissions	2,451	47	2,498	(2.2)	940	3,438	34.6
Medicare Admissions	2,140	40	2,180	(3.8)	787	2,967	30.9
Average Census	2,651	37	2,688	(1.8)	420	3,108	13.6
Average Medicare Census	2,466	34	2,500	(1.9)	388	2,888	13.4
Patient days	244,061	3,307	247,368	(1.7)	38,603	285,971	13.6
<b>Community-based services</b>							
Revenue	\$ 11,338	\$ —	\$ 11,338	(3.9)	\$ 808	\$ 12,146	3.0
Billable hours	339,569	—	339,569	(1.4)	30,131	369,700	7.3
<b>Facility-based services</b>							
<b>LTACHs</b>							
Revenue	\$ 15,712	\$ —	\$ 15,712	4.5	2,561	\$ 18,273	21.6
Patient days	12,506	—	12,506	(7.4)	2,093	14,599	8.1

- (1) Same store — location that has been in service with us for greater than 12 months.
- (2) De Novo — internally developed location that has been in service with us for 12 months or less.
- (3) Organic — combination of same store and de novo.
- (4) Acquired — purchased location that has been in service with us for 12 months or less.

Total organic revenue and patient metrics increased in our home health services segment due to the successful execution of same store growth strategies. Total organic revenue and patient metrics decreased in our hospice services segment due to the lower admissions during the third quarter of 2017. Total organic revenue increased in the facility-based services segment due to patients that meet the new LTACH criteria payment model.

Organic growth is primarily generated by population growth in areas covered by mature agencies, agencies five years old or older, and by increased market share in acquired and developing agencies. Historically, acquired agencies have the highest

growth in admissions and average census in the first 24 months after acquisition, and have the highest contribution to organic growth, measured as a percentage of growth, in the second full year of operation after the acquisition.

**Cost of service revenue**

The following table summarizes cost of service revenue (amounts in thousands, except percentages, which are percentages of the segment's respective net service revenue):

	Three Months Ended September 30,			
	2017		2016	
<b>Home health services</b>				
Salaries, wages and benefits	\$ 112,117	56.3%	\$ 90,393	53.9%
Transportation	6,271	3.2	5,624	3.4
Supplies and services	4,816	2.4	4,040	2.4
Total	<u>\$ 123,204</u>	<u>61.9%</u>	<u>\$ 100,057</u>	<u>59.7%</u>
<b>Hospice services</b>				
Salaries, wages and benefits	\$ 19,523	47.3%	\$ 14,695	41.5%
Transportation	1,588	3.8	1,329	3.8
Supplies and services	6,330	15.3	5,219	14.8
Total	<u>\$ 27,441</u>	<u>66.5%</u>	<u>\$ 21,243</u>	<u>60.1%</u>
<b>Community-based services</b>				
Salaries, wages and benefits	\$ 8,820	72.6%	\$ 8,967	76.1%
Transportation	92	0.8	69	0.6
Supplies and services	59	0.5	64	0.5
Total	<u>\$ 8,971</u>	<u>73.9%</u>	<u>\$ 9,100</u>	<u>77.2%</u>
<b>Facility-based services</b>				
Salaries, wages and benefits	\$ 9,644	47.1%	\$ 6,987	43.2%
Transportation	81	0.4	60	0.4
Supplies and services	3,515	17.2	3,385	21.0
Total	<u>\$ 13,240</u>	<u>64.7%</u>	<u>\$ 10,432</u>	<u>64.6%</u>

Consolidated cost of service revenue for the three months ended September 30, 2017 was \$172.9 million, or 63.3% of net service revenue, compared to \$140.8 million, or 61.0% of net service revenue, for the same period in 2016. Consolidated cost of service revenue variances were as follows:

- Home Health Segment -- Cost of service revenue increased as a percentage of net service revenue due in part to 2.0% Medicare reimbursement cuts recognized in 2017. Additionally, acquisitions accounted for \$11.9 million of the \$23.1 million increase, with the remaining difference caused by the growth in our same store agencies.
- Hospice Segment -- Acquisitions accounted for \$5.6 million of the \$6.2 million increase, with the remaining difference caused by the growth in our same store agencies. Cost of service increased as a percentage of net service revenue due to the decline in admissions associated with our same store agencies.
- Community-Based Services Segment: Cost of service revenue decreased as a percentage of net service revenue due to the utilization of contract labor in the prior year, which was used to service a higher level of care in our 2016 patient mix.
- Facility-Based Segment -- Acquisitions accounted for \$2.7 million of the \$2.8 million increase. Cost of service - salaries, wages, and benefits increased as a percentage of net service revenue due to lower revenue per patient day for the period caused by patient criteria changes that went into effect September 2016.

**Provision for bad debts**

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Consolidated provision for bad debts for the three months ended September 30, 2017 was \$3.2 million, or 1.2% of net service revenue, compared to \$3.3 million, or 1.4% of net service revenue, for the same period in 2016. The Company continues to have more timely cash collections and an increase in amounts collected. The continued maturity of our back office and field operations, use of our point-of-care platform, and use of other technology advancements in reporting and analytics are drivers of collection improvements.

**General and administrative expenses**

The following table summarizes general and administrative expenses (amounts in thousands, except percentages, which are percentages of the segment's respective net service revenue):

	Three Months Ended September 30,			
	2017		2016	
<b>Home health services</b>				
General and administrative	\$ 53,753	27.0%	\$ 48,282	28.8%
Depreciation and amortization	2,227	1.1	2,011	1.2
Total	<u>\$ 55,980</u>	<u>28.1%</u>	<u>\$ 50,293</u>	<u>30.0%</u>
<b>Hospice services</b>				
General and administrative	\$ 10,697	25.9%	\$ 8,941	25.3%
Depreciation and amortization	566	1.4	550	1.6
Total	<u>\$ 11,263</u>	<u>27.3%</u>	<u>\$ 9,491</u>	<u>26.9%</u>
<b>Community-based services</b>				
General and administrative	\$ 2,275	18.7%	\$ 2,158	18.3%
Depreciation and amortization	112	0.9	105	0.9
Total	<u>\$ 2,387</u>	<u>19.6%</u>	<u>\$ 2,263</u>	<u>19.2%</u>
<b>Facility-based services</b>				
General and administrative	\$ 5,613	27.4%	\$ 4,506	27.9%
Depreciation and amortization	427	2.1	446	2.8
Total	<u>\$ 6,040</u>	<u>29.5%</u>	<u>\$ 4,952</u>	<u>30.7%</u>

Consolidated general and administrative expenses for the three months ended September 30, 2017 were \$75.7 million, or 27.7% of net service revenue, compared to \$67.0 million, or 29.0% of net service revenue, for the same period in 2016. Although consolidated general and administrative expenses increased in total over the same period in 2016, they decreased as a percentage of net service revenue by 1.3%. We continue to leverage efficiencies found in our back office that allow us to maintain general and administrative costs without increasing costs in proportion to the growth of our company.

**Nine months ended September 30, 2017 compared to nine months ended September 30, 2016**

**Consolidated financial statements**

The following table summarizes our consolidated results of operations for the nine months ended September 30, 2017 and 2016 (amounts in thousands, except percentages which are percentages of consolidated net service revenue, unless indicated otherwise):



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	2017		2016		Increase (Decrease)
Net service revenue	\$ 779,700		\$ 679,380		\$ 100,320
Cost of service revenue	488,384	62.6 %	413,561	60.9%	74,823
Provision for bad debts	8,238	1.1	11,658	1.7	(3,420)
General and administrative expenses	221,077	28.4	201,296	29.6	19,781
(Gain) loss on disposal of assets	(23)	—	1,389	0.2	1,412
Interest expense	(2,615)		(2,167)		448
Income tax expense	20,410	41.0 (1)	15,500	40.5 (2)	4,910
Noncontrolling interest	7,321		7,043		278
Net income attributable to LHC Group, Inc.'s common stockholders	<u>\$ 31,678</u>		<u>\$ 26,766</u>		<u>\$ 4,912</u>

- (1) Effective tax rate as a percentage of income from continuing operations attributable to LHC Group, Inc.'s common stockholders, excluding the excess tax benefits realized during the nine months ended September 30, 2017 of \$1.0 million. For a discussion on the excess tax benefits, see Note 2 of the Notes to Condensed Consolidated Financial Statements, which is incorporated herein by reference.
- (2) Effective tax rate as a percentage of income from continuing operations attributable to LHC Group, Inc.'s common stockholders, excluding the changes in measurement realized in 2016 of the unrecognized tax position of \$1.6 million and related interest expense of \$0.4 million.

***Net service revenue***

The following table sets forth each of our segment's revenue growth or loss, admissions, census, episodes, patient days, and billable hours for the nine months ended September 30, 2017 and the related change from the same period in 2016 (amounts in thousands, except admissions, census, episode data, patient days and billable hours):



	Same Store(1)	De Novo(2)	Organic(3)	Organic Growth (Loss) %	Acquired(4)	Total	Total Growth (Loss) %
<b>Home health services</b>							
Revenue	\$ 541,918	\$ 990	\$ 542,908	10.3 %	\$ 32,272	\$ 575,180	16.9 %
Revenue Medicare	\$ 394,756	\$ 826	\$ 395,582	5.6	\$ 19,973	\$ 415,555	10.9
Admissions	130,012	219	130,231	9.7	12,610	142,841	20.3
Medicare Admissions	82,898	176	83,074	5.5	6,715	89,789	14.0
Average Census	39,819	47	39,866	4.0	2,996	42,862	11.9
Average Medicare Census	27,829	38	27,867	(0.7)	1,660	29,527	5.2
Home Health Episodes	149,670	234	149,904	1.2	9,241	159,145	7.4
<b>Hospice services</b>							
Revenue	\$ 99,410	\$ 1,001	\$ 100,411	0.4	\$ 15,838	\$ 116,249	16.2
Revenue Medicare	\$ 93,073	\$ 892	\$ 93,965	0.9	\$ 13,609	\$ 107,574	15.6
Admissions	7,729	1	7,730	2.5	1,987	9,717	28.9
Medicare Admissions	6,663	1	6,664	—	1,696	8,360	25.4
Average Census	2,533	24	2,557	(1.4)	431	2,988	15.2
Average Medicare Census	2,341	22	2,363	(1.9)	406	2,769	14.9
Patient days	716,644	6,504	723,148	1.8	92,607	815,755	14.8
<b>Community-based services</b>							
Revenue	\$ 32,125	\$ —	\$ 32,125	(2.1)	\$ 1,682	\$ 33,807	3.0
Billable hours	1,014,930	—	1,014,930	3.6	41,292	1,056,222	7.8
<b>Facility-based services</b>							
LTACHs							
Revenue	\$ 44,330	\$ —	\$ 44,330	(13.2)	2,561	\$ 46,891	(8.2)
Patient days	39,313	—	39,313	(8.5)	2,093	41,406	(3.6)

- (1) Same store — location that has been in service with us for greater than 12 months.
- (2) De Novo — internally developed location that has been in service with us for 12 months or less.
- (3) Organic — combination of same store and de novo.
- (4) Acquired — purchased location that has been in service with us for 12 months or less.

Total organic revenue and patient metrics increased in our home health services segment and hospice services segment due to the successful execution of same store growth strategies. Total organic revenue and patient days decreased in the facility-based services segment due to the negative impact from the reduction of LTACH beds and lower revenue per patient day caused by patient criteria changes that went into effect in June 2016 and September 2016.

Organic growth is primarily generated by population growth in areas covered by mature agencies, agencies five years old or older, and by increased market share in acquired and developing agencies. Historically, acquired agencies have the highest growth in admissions and average census in the first 24 months after acquisition, and have the highest contribution to organic growth, measured as a percentage of growth, in the second full year of operation after the acquisition.

### *Cost of service revenue*

The following table summarizes cost of service revenue (amounts in thousands, except percentages, which are percentages of the segment's respective net service revenue):

	<b>Nine Months Ended September 30,</b>			
	<b>2017</b>		<b>2016</b>	
<b>Home health services</b>				
Salaries, wages and benefits	\$ 320,933	55.8%	\$ 266,170	54.1%
Transportation	18,064	3.1	16,648	3.4
Supplies and services	13,899	2.4	11,541	2.3
Total	<u>\$ 352,896</u>	<u>61.3%</u>	<u>\$ 294,359</u>	<u>59.8%</u>
<b>Hospice services</b>				
Salaries, wages and benefits	\$ 52,800	45.4%	\$ 43,319	43.3%
Transportation	4,555	3.9	4,005	4.0
Supplies and services	17,832	15.3	14,512	14.5
Total	<u>\$ 75,187</u>	<u>64.6%</u>	<u>\$ 61,836</u>	<u>61.8%</u>
<b>Community-based services</b>				
Salaries, wages and benefits	\$ 24,514	72.5%	\$ 24,256	73.9%
Transportation	231	0.7	197	0.6
Supplies and services	160	0.5	203	0.6
Total	<u>\$ 24,905</u>	<u>73.7%</u>	<u>\$ 24,656</u>	<u>75.1%</u>
<b>Facility-based services</b>				
Salaries, wages and benefits	\$ 24,959	45.8%	\$ 21,626	39.7%
Transportation	199	0.4	190	0.3
Supplies and services	10,238	18.8	10,894	20.0
Total	<u>\$ 35,396</u>	<u>65.0%</u>	<u>\$ 32,710</u>	<u>60.0%</u>

Consolidated cost of service revenue for the nine months ended September 30, 2017 was \$488.4 million, or 62.6% of net service revenue, compared to \$413.6 million, or 60.9% of net service revenue, for the same period in 2016. Consolidated cost of service revenue variances were as follows:

- Home Health Segment -- Cost of service revenue increased as a percentage of net service revenue due in part to 2.0% Medicare reimbursement cuts recognized in 2017. Additionally, acquisitions accounted for \$32.5 million of the \$58.5 million increase, with the remaining difference caused by growth in our same store agencies.
- Hospice Segment -- Acquisitions accounted for \$6.6 million of the \$13.4 million increase in cost of service revenue, with the remaining difference caused by growth in our same store agencies. Cost of service increased as a percentage of net service revenue due to the decline in same store admissions during the third quarter of 2017.
- Community-Based Services Segment: Cost of service revenue decreased as a percentage of net service revenue due to the utilization of contract labor in the prior year, which was used to service a higher level of care in our 2016 patient mix.
- Facility-Based Services Segment -- Acquisitions accounted for \$3.0 million of the \$2.7 million increase in cost of service revenue, which was offset by decrease in cost of service for one LTACH location that had a reduction of beds during 2016. Cost of service revenue increased as a percentage of net service revenue due to lower revenue per patient day for the period caused by patient criteria changes that went into effect in June 2016 and September 2016.

#### ***Provision for bad debts***

Consolidated provision for bad debts for the nine months ended September 30, 2017 was \$8.2 million, or 1.1% of net service revenue, compared to \$11.7 million, or 1.7% of net service revenue, for the same period in 2016. The decrease in provision for bad debts was primarily due to continued process improvements implemented in our revenue cycle department. These improvements also contributed to the significant decrease in patient accounts receivable that are over 180 days. The Company continues to have more timely cash collections and an increase in amounts collected. The continued maturity of our

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back office and field operations, use of our point-of-care platform, and use of other technology advancements in reporting and analytics are drivers of collection improvements.

### *General and administrative expenses*

The following table summarizes general and administrative expenses (amounts in thousands, except percentages, which are percentages of the segment's respective net service revenue):

	<b>Nine Months Ended September 30,</b>			
	<b>2017</b>		<b>2016</b>	
<b>Home health services</b>				
General and administrative	\$ 158,713	27.6%	\$ 145,166	29.5%
Depreciation and amortization	6,440	1.1	5,782	1.2
Total	<u>\$ 165,153</u>	<u>28.7%</u>	<u>\$ 150,948</u>	<u>30.7%</u>
<b>Hospice services</b>				
General and administrative	\$ 30,675	26.4%	\$ 26,175	26.2%
Depreciation and amortization	1,729	1.5	1,612	1.6
Total	<u>\$ 32,404</u>	<u>27.9%</u>	<u>\$ 27,787</u>	<u>27.8%</u>
<b>Community-based services</b>				
General and administrative	\$ 6,621	19.6%	\$ 6,260	19.1%
Depreciation and amortization	336	1.0	297	0.9
Total	<u>\$ 6,957</u>	<u>20.6%</u>	<u>\$ 6,557</u>	<u>20.0%</u>
<b>Facility-based services</b>				
General and administrative	\$ 15,388	28.3%	\$ 14,672	27.0%
Depreciation and amortization	1,175	2.2	1,332	2.4
Total	<u>\$ 16,563</u>	<u>30.5%</u>	<u>\$ 16,004</u>	<u>29.4%</u>

Consolidated general and administrative expenses for the nine months ended September 30, 2017 were \$221.1 million, or 28.4% of net service revenue, compared to \$201.3 million, or 29.6% of net service revenue, for the same period in 2016. Although consolidated general and administrative expenses increased in total over the same period in 2016, they decreased as a percentage of net service revenue by 1.2%. We continue to leverage efficiencies found in our back office that allows us to maintain general and administrative costs without increasing costs in proportion to the growth of our company.

### *Loss on disposal of assets*

The loss on disposal of assets increased during the nine months ended September 30, 2016 primarily due to the sale of an aircraft. The aircraft incurred damage and was subsequently sold at a price below the aircraft's net book value. The sale generated a loss of \$0.9 million, which was realized during the nine months ended September 30, 2016.

## **LIQUIDITY AND CAPITAL RESOURCES**

### **Liquidity**

Our principal source of liquidity for operating activities is the collection of patient accounts receivable, most of which are collected from governmental and third party commercial payors. We also have the ability to obtain additional liquidity, if necessary, through our credit facility, which provides for aggregate borrowings, including outstanding letters of credit, up to \$225 million. As of September 30, 2017, we had \$95.0 million available for borrowing under our credit facility.

The following table summarizes changes in cash (amounts in thousands):

	Nine Months Ended September 30,	
	2017	2016
Net cash provided by (used in):		
Operating activities	\$ 61,695	\$ 57,843
Investing activities	(69,191)	(34,635)
Financing activities	21,154	(12,829)

Cash provided by operating activities changed primarily due to the increased collections in patient accounts receivable, accretion of acquisitions purchased in 2016, and accretion of our same store agencies.

#### Accounts Receivable and Allowance for Uncollectible Accounts

For home health services, hospice services, and community-based services, we calculate the allowance for uncollectible accounts as a percentage of total patient receivables. The percentage changes depending on the payor and increases as the patient receivables age. For facility-based services, we calculate the allowance for uncollectible accounts based on a claim by claim review.

As of September 30, 2017, our allowance for uncollectible accounts, as a percentage of patient accounts receivable, was approximately 15.2%, or \$26.1 million, compared to 18.9% or \$29.0 million at December 31, 2016. Days sales outstanding was 49 days for September 30, 2017 and December 31, 2016.

The following table sets forth as of September 30, 2017, the aging of accounts receivable (amounts in thousands):

Payor	0-90	91-180	181-365	Over 365	Total
Medicare	\$ 78,600	\$ 14,145	\$ 2,725	\$ 6,196	\$ 101,666
Medicaid	5,507	2,588	614	1,393	10,102
Other	38,804	8,860	6,557	5,608	59,829
Total	<u>\$ 122,911</u>	<u>\$ 25,593</u>	<u>\$ 9,896</u>	<u>\$ 13,197</u>	<u>\$ 171,597</u>

The following table sets forth as of December 31, 2016, the aging of accounts receivable (amounts in thousands):

Payor	0-90	91-180	181-365	Over 365	Total
Medicare	\$ 71,386	\$ 9,590	\$ 5,547	\$ 5,720	\$ 92,243
Medicaid	4,600	1,470	1,380	268	7,718
Other	33,084	5,943	7,179	7,672	53,878
Total	<u>\$ 109,070</u>	<u>\$ 17,003</u>	<u>\$ 14,106</u>	<u>\$ 13,660</u>	<u>\$ 153,839</u>

#### Indebtedness

As of September 30, 2017, we had \$95.0 million available for borrowing under our credit facility with \$119.0 million drawn under our credit facility and \$11.0 million of letters of credit outstanding. At December 31, 2016, we had \$87.0 million drawn and \$11.0 million of letters of credit outstanding under our credit facility.

For a discussion on our Credit Agreement with Capital One National Association, see Note 5 of the Notes to Condensed Consolidated Financial Statements, which is incorporated herein by reference.

A letter of credit fee equal to the applicable Eurodollar rate multiplied-by the face amount of the letter of credit is charged upon the issuance and on each anniversary date while the letter of credit is outstanding. The agent's standard up-front fee and other customary administrative charges will also be due upon issuance of the letter of credit along with a renewal fee on each anniversary date of such issuance while the letter of credit is outstanding. Borrowings accrue interest under the Credit Agreement at either the Base Rate or the Eurodollar rate, and are subject to the applicable margins set forth below:

<b>Leverage Ratio</b>	<b>Eurodollar Margin</b>	<b>Base Rate Margin</b>	<b>Commitment Fee Rate</b>
≤1.00:1.00	1.75%	0.75%	0.225%
>1.00:1.00 ≤ 1.50:1.00	2.00%	1.00%	0.250%
>1.50:1.00 ≤ 2.00:1.00	2.25%	1.25%	0.300%
>2.00:1.00	2.50%	1.50%	0.375%

Our Credit Agreement contains customary affirmative, negative and financial covenants. For example, without prior approval of our bank group, we are materially restricted in incurring additional debt, disposing of assets, making investments, allowing fundamental changes to our business or organization, and making certain payments in respect of stock or other ownership interests, such as dividends and stock repurchases, up to \$50 million. Under our Credit Agreement, we are also required to meet certain financial covenants with respect to minimum fixed charge coverage and leverage ratios.

Our Credit Agreement also contains customary events of default. These include bankruptcy and other insolvency events, cross-defaults to other debt agreements, a change in control involving us or any subsidiary guarantor, and the failure to comply with certain covenants.

At September 30, 2017, we were in compliance with all covenants contained in the Credit Agreement governing our credit facility.

### **Contingencies**

For a discussion of contingencies, see Note 7 of the Notes to Condensed Consolidated Financial Statements, which is incorporated herein by reference.

### **Off-Balance Sheet Arrangements**

We do not currently have any off-balance sheet arrangements with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not engage in trading activities involving non-exchange traded contracts. As such, we are not materially exposed to any financing, liquidity, market, or credit risk that could arise if we had engaged in these relationships.

### **Critical Accounting Policies**

For a discussion of critical accounting policies, see Note 2 of the Notes to Condensed Consolidated Financial Statements, which is incorporated herein by reference.

### ***Accounts Receivable and Allowances for Uncollectible Accounts***

We report accounts receivable net of estimated allowances for uncollectible accounts and adjustments. Accounts receivable are uncollateralized and consist of amounts due from Medicare, Medicaid, other third-party payors, and patients. To provide for accounts receivable that could become uncollectible in the future, we establish an allowance for uncollectible accounts to reduce the carrying amount of such receivables to their estimated net realizable value.

The collection of outstanding receivables is our primary source of cash collections and is critical to our operating performance. Because Medicare is our primary payor, the credit risk associated with receivables from other payors is limited. We believe the credit risk associated with our Medicare accounts, which historically exceeds 50% of our patient accounts receivable as of September 30, 2017 and December 31, 2016, respectively, is limited due to (i) the historical collections from Medicare and (ii) the fact that Medicare is a U.S. government payor. We do not believe that there are any other significant concentrations of receivables from any particular payor that would subject us to any significant credit risk in the collection of accounts receivable.

The amount of the provision for bad debts is based upon our assessment of historical and expected net collections, business and economic conditions and trends in government reimbursement. Quarterly, we perform a detailed review of historical writeoffs and recoveries as well as recent collection trends. Uncollectible accounts are written off when we have exhausted collection efforts and concluded the account will not be collected.

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Although our estimated reserves for uncollectible accounts are based on historical experience and the most current collection trends, this process requires significant judgment and interpretation of the observed trends and the actual collections could differ from our estimates.

### **Insurance**

We retain significant exposure for our employee health insurance, workers compensation, employment practices, and professional liability insurance programs. Our insurance programs require us to estimate potential payments on filed claims and/or claims incurred but not reported. Our estimates are based on information provided by the third-party plan administrators, historical claim experience, expected costs of claims incurred but not paid and expected costs associated with settling claims. Each month, we review the insurance-related recoveries and liabilities to determine if any adjustments are required.

Our employee health insurance program is self-funded, with stop-loss coverage on claims that exceed \$0.2 million for any individually covered employee or employee family member. We are responsible for workers' compensation claims up to \$0.5 million per individual incident.

Malpractice, employment practices, and general liability claims for incidents which may give rise to litigation have been asserted against us by various claimants. The claims are in various stages of processing and some may ultimately be brought to trial. We are aware of incidents that have occurred through September 30, 2017 that may result in the assertion of additional claims. We currently carry professional, general liability and employment practices insurance coverage (on a claims made basis) for this exposure. We also carry D&O coverage (also on a claims made basis) for potential claims against our directors and officers, including securities actions, with a deductible of \$1.0 million per security claim and \$0.5 million on other claims.

We estimate our liabilities related to these programs using the most current information available. As claims develop, we may need to change the recorded liabilities and change our estimates. These changes and adjustments could be material to our financial statements, results of operations and financial condition.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Our exposure to market risk relates to changes in interest rates for borrowings under our credit facility. Our letter of credit fees and interest accrued on our debt borrowings are subject to the applicable Eurodollar or Base Rate. A hypothetical basis point increase in interest rates on the average daily amounts outstanding under the credit facility would have increased interest expense by \$0.7 million for the nine months ended September 30, 2017.

### **ITEM 4. CONTROLS AND PROCEDURES.**

#### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) that are designed to ensure that information that we are required to disclose in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report.

Based on the evaluation of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) were effective as of September 30, 2017.

#### **Changes in Internal Controls Over Financial Reporting**

There have not been any changes in our internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act, during the quarterly period ended September 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II — OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

For a discussion of legal proceedings, see Note 7 of the Notes to Condensed Consolidated Financial Statements, which is incorporated herein by reference.

**ITEM 1A. RISK FACTORS.**

There have been no material changes from the information included in Part I, Item 1A. “Risk Factors” of the Company’s 2016 Form 10-K.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

None.

**ITEM 6. EXHIBITS.**

3.1	Certificate of Incorporation of LHC Group, Inc. (previously filed as an Exhibit 3.1 to the Form S-1/A (File No. 333-120792) on February 14, 2005).
3.2	Bylaws of LHC Group, Inc. as amended on December 31, 2007 (previously filed as Exhibit 3.2 to the Form 10-Q on May 9, 2008).
4.1	Specimen Stock Certificate of LHC Group's Common Stock, par value \$0.01 per share (previously filed as Exhibit 4.1 to the Form S-1/A (File No. 333-120792) on February 14, 2005).
10.1	Amendment to LHC Group, Inc. Second Amended and Restated 2005 Non-Employee Directors Compensation Plan, effective January 20, 2015.
31.1	Certification of Keith G. Myers, Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Joshua L. Proffitt, Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer and Chief Financial Officer of LHC Group, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
<u>101.PRE</u>	<u>XBRL Presentation Linkbase Document</u>

\* This exhibit is furnished to the SEC as an accompanying document and is not deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, and the document will not be deemed incorporated by reference into any filing under the Securities Act of 1933.



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LHC GROUP, INC.

Date: November 6, 2017

/s/ Joshua L. Proffitt

**Joshua L. Proffitt**

**Executive Vice President and Chief Financial Officer  
(Principal financial officer)**

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## Section 2: EX-31.1 (EXHIBIT 31.1)

**Exhibit 31.1**

CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Keith G. Myers, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of LHC Group, Inc. for the nine months ended September 30, 2017;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which

are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information;  
and

- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2017

/s/ Keith G. Myers

Keith G. Myers

Chief Executive Officer (Principal executive officer)

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## Section 3: EX-31.2 (EXHIBIT 31.2)

**Exhibit 31.2**

CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a),  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Joshua L. Proffitt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of LHC Group, Inc. for the nine months ended September 30, 2017;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's

internal control over financial reporting.

Date: November 6, 2017

/s/ Joshua L. Proffitt

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Joshua L. Proffitt  
Executive Vice President and Chief Financial Officer  
(Principal financial officer)

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## Section 4: EX-32.1 (EXHIBIT 32.1)

**Exhibit 32.1**

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of LHC Group, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Keith G. Myers, Chief Executive Officer of the Company, and Joshua L. Proffitt, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2017

/s/ Keith G. Myers

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Keith G. Myers  
Chief Executive Officer  
(Principal executive officer)

/s/ Joshua L. Proffitt

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Joshua L. Proffitt  
Executive Vice President and Chief Financial Officer  
(Principal financial officer)

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