

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

FORM 8-K

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

Date of Report (Date of earliest event reported): September 14, 2012

APOLLO MEDICAL HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-25809
(Commission File
Number)

20-8046599
(I.R.S. Employer
Identification Number)

700 N. Brand Blvd., Suite 450, Glendale, CA 91203
(Address of principal executive offices) (zip code)

(818) 396-8050
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On September 14, 2012, Apollo Medical Holdings, Inc. issued a press release announcing its results of operations for the three and six months ended July 31, 2012. The press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of Apollo Medical Holdings, Inc. dated September 14, 2012

SIGNATURES

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

APOLLO MEDICAL HOLDINGS, INC.

Dated: September 19, 2012

By: /s/ Warren Hosseinion
Name: Warren Hosseinion
Title: Chief Executive Officer



September 14, 2012

**Apollo Medical Holdings, Inc. Reports Results of Operations for the Three
Months and Six Months Ended July 31, 2012**

Glendale, CA — Apollo Medical Holdings, Inc. ("ApolloMed") (OTCQB-AMEH), a leading provider of integrated medical management services in Los Angeles and Central California today announced financial results for the three and six months ended July 31, 2012.

Financial Highlights

Three months ended July 31, 2012

- Net revenue increased 50.8% to \$1.65 million for the three months ended July 31, 2012 compared to \$1.09 million for the three months ended July 31, 2011
- Gross profit increased 187.5% to \$443,778 for the three months ended July 31, 2012 compared to \$154,371 for the three months ended July 31, 2011
- Operating loss decreased 24.4% to \$63,026 for the three months ended July 31, 2012 compared to \$83,339 for the three months ended July 31, 2011
- Non-GAAP Adjusted EBITDA increased \$96,276 to \$22,850 for the three months ended July 31, 2012 compared to (\$73,426) for the three months ended July 31, 2011

Six months ended July 31, 2012 results

- Net revenue increased 53.8% to \$3.28 million for the six months ended July 31, 2012 compared to \$2.13 million for the six months ended July 31, 2011
 - Gross profit increased 202.9% to \$746,963 for the six months ended July 31, 2012 compared to \$246,575 for the six months ended July 31, 2011
 - Operating loss decreased 57.1% to \$116,179 for the six months ended July 31, 2012 compared to \$270,783 for the six months ended July 31, 2011
 - Non-GAAP Adjusted EBITDA increased \$ 265,866 to \$78,622 for the six months ended July 31, 2012 compared to (\$187,244) for the six months ended July 31, 2011
-

Other Events

In the second quarter of 2012, ApolloMed's subsidiary, ApolloMed ACO, Inc., obtained designation as an Accountable Care Organization ("ACO") as defined under the Medicare Shared Savings Program ("MSSP"). ACOs emphasize the goal of improving care coordination and limiting the growth in Medicare expenditures. We believe that in establishing an ACO, ApolloMed will be able to leverage its medical management services and networks to improve patient outcomes and reduce expenditures. ACOs participating in the MSSP will be able to share up to 50% of their achieved savings.

"We are excited with the development of ApolloMed ACO as well as the continued growth of our hospitalist services. Our ACO recruited 38 more physicians which we submitted to CMS at the end of August. This brings our total number of ACO physicians to almost 170. We are also seeing robust demand for integrated medical management services as hospitals and health plans are looking for solutions to reduce costs through improved inpatient and post-discharge transitional care. We expect sequential growth going forward through new relationships and contracts," stated Warren Hosseinion, M.D., Chief Executive Officer of Apollo Medical Holdings.

**APOLLO MEDICAL HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS**

	July 31, 2012	January 31, 2012
CURRENT ASSETS		
Cash and cash equivalents	\$ 259,095	\$ 164,361
Accounts receivable, net	998,255	994,118
Advances	14,693	2,140
Due from affiliate	8,800	5,504
Prepaid expenses	42,369	45,601
Prepaid financing costs, current	28,829	37,500
Total current assets	<u>1,352,041</u>	<u>1,249,224</u>
Other assets	1,450	1,563
Property and equipment - net	44,186	43,261
Intangible assets	38,000	38,000
Goodwill	32,000	32,000
TOTAL ASSETS	<u><u>\$ 1,467,677</u></u>	<u><u>\$ 1,364,048</u></u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	\$ 122,789	\$ 163,476
Senior secured promissory note	270,000	-
10% Convertible notes payable, net	923,282	596,366
Derivative liability	3,109,152	653,026
Stock issuable	27,234	90,000
Due to officers	18,742	12,400
Total current liabilities	<u>4,471,199</u>	<u>1,515,268</u>
8% Convertible notes, net	150,000	150,000
Warrant liability	454,585	120,000
Total liabilities	<u>5,075,784</u>	<u>1,785,268</u>
STOCKHOLDERS' DEFICIT		
Preferred stock, par value \$0.001 ; 5,000,000 shares authorized; none issued	-	-
Common Stock, par value \$0.001; 100,000,000 shares authorized, 31,051,774 and 29,335,774 shares issued and outstanding as of July 31, 2012 and January 31, 2012, respectively	31,052	29,336
Prepaid consulting	(40,920)	-
Additional paid-in-capital	1,741,549	1,429,051
Accumulated deficit	(5,477,889)	(2,117,708)
Total	<u>(3,746,208)</u>	<u>(659,321)</u>
Non-controlling interest	138,101	238,101
Total stockholders' deficit	<u>(3,608,107)</u>	<u>(421,220)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u><u>\$ 1,467,677</u></u>	<u><u>\$ 1,364,048</u></u>

APOLLO MEDICAL HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND SIX MONTHS ENDED JULY 31, 2012 and 2011

	<u>Three months ended July 31,</u>		<u>Six months ended July 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
REVENUES	\$ 1,649,451	\$ 1,093,708	\$ 3,281,295	\$ 2,133,400
COST OF SERVICES	1,205,673	939,336	2,534,332	1,886,825
GROSS PROFIT	443,778	154,371	746,963	246,575
Operating expenses:				
General and administrative	501,858	235,130	853,405	511,485
Depreciation	4,946	2,580	9,737	5,873
Total operating expenses	506,804	237,710	863,142	517,358
LOSS FROM OPERATIONS	(63,026)	(83,339)	(116,179)	(270,783)
Other income (expense)				
Loss on change in fair value of derivative liabilities	(2,914,549)	-	(2,790,711)	-
Interest expense	(205,221)	(31,603)	(408,047)	(63,177)
Financing cost	(19,685)	(9,375)	(40,895)	(18,750)
Other income	455	1,484	450	2,546
Total other expenses	(3,139,000)	(39,494)	(3,239,203)	(79,381)
LOSS BEFORE INCOME TAXES	(3,202,026)	(122,833)	(3,355,382)	(350,164)
Provision for Income Tax	800	-	4,800	1,600
NET LOSS	<u>\$ (3,202,826)</u>	<u>\$ (122,833)</u>	<u>\$ (3,360,182)</u>	<u>\$ (351,764)</u>
WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING -				
BASIC AND DILUTED	<u>31,015,904</u>	<u>28,985,774</u>	<u>30,780,543</u>	<u>28,819,752</u>
BASIC AND DILUTED NET LOSS PER SHARE	<u>\$ (0.10)</u>	<u>\$ (0.00)</u>	<u>\$ (0.11)</u>	<u>\$ (0.01)</u>

APOLLO MEDICAL HOLDINGS, INC.
RECONCILIATION OF LOSS FROM OPERATIONS TO ADJUSTED EBITDA
FOR THE THREE AND SIX MONTHS ENDED JULY 31, 2012 and 2011

	<u>Three months ended July 31,</u>		<u>Six months ended July 31,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
LOSS FROM OPERATIONS	\$ (63,026)	\$ (83,339)	\$ (116,179)	\$ (270,783)
Depreciation expense	4,946	2,580	9,737	5,873
EBITDA	<u>(58,080)</u>	<u>(80,759)</u>	<u>(106,442)</u>	<u>(264,910)</u>
Issuance of shares for service	59,676	-	102,556	63,000
Non-cash stock option expense	21,254	7,333	82,508	14,666
ADJUSTED EBITDA	<u>\$ 22,850</u>	<u>\$ (73,426)</u>	<u>\$ 78,622</u>	<u>\$ (187,244)</u>

***Use of Non-GAAP Financial Measures**

In addition to containing results that are determined in accordance with accounting principles generally accepted in the United States of America (GAAP), this press release also contains non-GAAP financial measures. Adjusted EBITDA, as used in this press release, represents Loss from Operations before depreciation, adjusted for issuance of shares for service, stock option expense, amortization of debt discount and impairment of intangibles and losses on discontinued operations. Adjusted EBITDA is a key indicator used by management to evaluate operating performance. While adjusted EBITDA is not intended to replace any presentation included in the consolidated financial statements under GAAP and should not be considered an alternative to operating performance or an alternative to cash flow as a measure of liquidity, the Company believes this measure is useful to investors in assessing the Company's ongoing operating performance and working capital requirements. This calculation may differ in method of calculation from similarly titled measures used by other companies. A reconciliation of adjusted EBITDA to the nearest comparable GAAP financial measure is included in the financial schedules accompanying this press release. The Non-GAAP financial measures, as well as other information in this press release, should be read in conjunction with the Company's financial statements filed with the Securities and Exchange Commission.

About Apollo Medical Holdings, Inc.

ApolloMed is a leading provider of integrated medical management services that improve the quality and efficiency of inpatient hospital care plus multi-disciplinary care management services targeting inefficiencies in healthcare payer and provider networks. The Company's integrated model combines hospitalist medicine, critical care medicine, case management and transition management that offers to help healthcare organizations engage in performance payments for utilization efficiency, quality of care objectives and shared accountability arrangements. The company's strategy is to capitalize on the growing market for hospital-based physicians and care management services.

Media Contact:

Nidia Flores
818-396-8050
