

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Edwards James B.</u> (Last) (First) (Middle) C/O CLODBREAK HEALTH, LLC 1103 SHROCK ROAD, SUITE 200 (Street) COLUMBUS OH 43229 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UpHealth, Inc. [UPH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) 06/09/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/09/2021		A		1,050,555	A	(1)	1,050,555	D	
Common Stock	06/09/2021		J ⁽²⁾		1,004,817	A	(2)	2,055,372	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$5.28	06/09/2021		A		473,266		06/09/2021 ⁽³⁾	06/21/2025	Common Stock	473,266	(3)	473,266	D	

Explanation of Responses:

- Received in exchange for 1,109,897 common units of Cloudbreak Health, LLC ("Cloudbreak") in connection with the closing of the transactions contemplated by the UpHealth Business Combination Agreement, by and between the Issuer, UpHealth Merger Sub, Inc. and UpHealth Holdings, Inc. ("UpHealth"), and the Cloudbreak Business Combination Agreement, by and between the Issuer, Cloudbreak Health Merger Sub, LLC, Cloudbreak, UpHealth, Dr. Chirinjeev Kathuria and Dr. Mariya Pylypiv, each dated November 20, 2021 (collectively, the "Merger"). On the effective date of the Merger, the closing price of Issuer common stock was \$9.38.
- The Cloudbreak Business Combination Agreement provides that the former shareholders of Cloudbreak, including but not limited to the reporting person, will receive, from former significant shareholders of Uphealth, an aggregate of up to 5,500,000 additional shares of Issuer common stock on the 540th day after the date of closing of the Merger (the "Measurement Date") if the dollar volume-weighted average price for Issuer common stock for the ten trading days preceding the Measurement Date (the "VWAP") is less than \$13.64 (the "Valuation Shortfall"). The amount of the Valuation Shortfall is the difference between \$13.64 and the VWAP, with the Aggregate Valuation Shortfall being the product of the Valuation Shortfall and 11,000,000, and the Adjustment Amount equals the Aggregate Valuation Shortfall divided by the VWAP. The reporting person's right to receive additional shares pursuant to this right became fixed and irrevocable on the effective date of the Merger, but is subject to ad
- Received in exchange for stock options to acquire 500,000 common units of Cloudbreak for per share, in connection with the closing of the Merger. These stock options are fully vested.

/s/ James B. Edwards 06/11/2021
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.