HEALTHSOUTH CORP Form SC 13G October 10, 2007

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

HealthSouth Corporation

(Name of Issuer)

COMMON STOCK (\$.01 PAR VALUE)

(Title of Class of Committee)

(Title of Class of Securities)

421924309

(CUSIP Number)

October 1, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

|_| Rule 13d-1(b)

|X| Rule 13d-1(c)

|_| Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

(Continued on following pages)

(Page 1 of 21 Pages)

CUSIP NO. 421924309 13G Page 2 of 21 Pages ------

1	NAME OF REPORT I.R.S. IDENTIF	-	SON NO. OF ABOVE PERSON (ENTITIES O	NLY)
	Arience Capita	l Maste	r Fund, Ltd. ("Master Fund")	
2	CHECK THE APPR	OPRIATE	BOX IF A MEMBER OF A GROUP	(a) X
				(b) _
3	SEC USE ONLY			
4	CITIZENSHIP OR Cayman Islands		OF ORGANIZATION	
	NUMBER OF	5	SOLE VOTING POWER	
	SHARES		0	
	BENEFICIALLY	6	SHARED VOTING POWER	
			3,135,260	
	OWNED BY	7	SOLE DISPOSITIVE POWER	
	EACH			
	REPORTING		0	
	PERSON	8	SHARED DISPOSITIVE POWER	
	WITH		3,135,260	
9	AGGREGATE AMOU	NT BENE	FICIALLY OWNED BY EACH REPORTING	PERSON
	3,135,260			
10	CHECK BOX IF T	HE AGGR	EGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN SHARES
11	PERCENT OF CLA	SS REPR	ESENTED BY AMOUNT IN ROW (9)	
	3.98%*			
12	TYPE OF REPORT	ING PER	SON	
	00			
	NO. 421924309		13G	
			100	

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

NAME OF REPORTING PERSON

2

Cayman NUMBER SHARES BENEFIC OWNED B EACH REPORTITE PERSON WITH 9 AGGREGA 625,458 10 CHECK B _ 11 PERCENT 0.79%*	SHIP OR Islands	567	OF ORGANIZATION SOLE VOTING POWER 0 SHARED VOTING POWER 625,458 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER
Cayman NUMBER SHARES BENEFIC OWNED B EACH REPORTITE PERSON WITH 9 AGGREGA 625,458 10 CHECK B _ 11 PERCENT 0.79%*	SHIP OR Islands OF IALLY	567	OF ORGANIZATION SOLE VOTING POWER O SHARED VOTING POWER 625,458 SOLE DISPOSITIVE POWER 0
SHARES BENEFIC OWNED B EACH REPORTI PERSON WITH 9 AGGREGA 625,458 10 CHECK B _ 11 PERCENT 0.79%* 12 TYPE OF	IALLY Y	 6 	SHARED VOTING POWER 625,458 SOLE DISPOSITIVE POWER
OWNED B' EACH REPORTI: PERSON WITH 9 AGGREGA' 625,458 10 CHECK B' _ 11 PERCENT 0.79%*	Y	7	SHARED VOTING POWER 625,458 SOLE DISPOSITIVE POWER
EACH REPORTI: PERSON WITH 9 AGGREGA 625,458 10 CHECK B 1_1 11 PERCENT 0.79%*			SOLE DISPOSITIVE POWER
REPORTII PERSON WITH 9 AGGREGA 625,458 10 CHECK BILLI 11 PERCENT 0.79%*	NG	 8	·
WITH 9 AGGREGA 625,458 10 CHECK B _ 11 PERCENT 0.79%* 12 TYPE OF		8	SHARED DISPOSITIVE POWER
9 AGGREGA 625,458 10 CHECK B _ 11 PERCENT 0.79%*			
625,458 10 CHECK B _ 11 PERCENT 0.79%* 12 TYPE OF			625,458
10 CHECK B _ 11 PERCENT 0.79%* 12 TYPE OF		NT BENEE	FICIALLY OWNED BY EACH REPORTING PERSON
_ 11 PERCENT 0.79%* 			
0.79%* 	OX IF T	HE AGGRE	EGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
12 TYPE OF	OF CLA	SS REPRE	ESENTED BY AMOUNT IN ROW (9)
00	REPORT	ING PERS	SON
CUSIP NO. 4219			13G Page 4 of 21 Pag
1 NAME OF		 ING PERS	SON NO. OF ABOVE PERSON (ENTITIES ONLY)

2	CHECK THE APPRO	OPRIATE B	OX IF A MEMBER OF A GROUP	((a)	X				
 3	SEC USE ONLY			((b)	_				
5	SEC OSE ONE!									
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION							
		 5	SOLE VOTING POWER							
	SHARES		0							
	BENEFICIALLY	6	SHARED VOTING POWER							
			19,385							
	OWNED BY	7	SOLE DISPOSITIVE POWER							
	EACH									
	REPORTING		0							
	PERSON	8	SHARED DISPOSITIVE POWER							
	WITH		19,385							
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON									
	19,385									
10	CHECK BOX IF T	HE AGGREG	ATE AMOUNT IN ROW (9) EXCLUDES (CERTAIN SHARE	IS					
11	PERCENT OF CLA	 SS REPRES	ENTED BY AMOUNT IN ROW (9)							
	0.02%*									
12	TYPE OF REPORTING PERSON									
	PN									
CUSIP	NO. 421924309		13G	Page 5 of 21	. Pa	.ges 				
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)									
	Arience Capital Partners II, L.P. ("ACPII")									
2	CHECK THE APPR	OPRIATE B	OX IF A MEMBER OF A GROUP		 'a)					

					(b) _				
3	SEC USE ONLY								
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION						
		 5	SOLE VOTING POWER						
	SHARES		0						
	BENEFICIALLY	6	SHARED VOTING POWER						
			29,413						
	OWNED BY	7	SOLE DISPOSITIVE POWER						
	EACH		0						
	REPORTING		O .						
	PERSON	8	SHARED DISPOSITIVE POWER						
	WITH		29,413						
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON								
	29,413								
10	CHECK BOX IF T	HE AGGREG	ATE AMOUNT IN ROW (9) EXCLUDE:	S CERTAIN SHAR	ES				
11	PERCENT OF CLA	SS REPRES	ENTED BY AMOUNT IN ROW (9)						
	0.04%*								
12	TYPE OF REPORT	ING PERSO	N						
	PN								
	NO. 421924309		13G	Page 6 of 21	Pages				
1	NAME OF REPORT		N O. OF ABOVE PERSON (ENTITIES (ONLY)					
	Arience Capita	l Partner	s III, L.P. ("ACPIII")						
2	CHECK THE APPRO	OPRIATE B	OX IF A MEMBER OF A GROUP		(a) X				
					(b) _				

3	SEC USE ONLY										
4	CITIZENSHIP OR Delaware	PLACE OF	ORGANIZATION								
		5	SOLE VOTING POWER								
	SHARES		0								
	BENEFICIALLY	6	SHARED VOTING POWER								
			140,446								
	OWNED BY	7	SOLE DISPOSITIVE POWER								
	EACH										
	REPORTING		0								
	PERSON	8	SHARED DISPOSITIVE POWER								
	WITH		140,446								
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON										
	140,446										
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES										
11	PERCENT OF CLA	SS REPRESI	ENTED BY AMOUNT IN ROW (9)								
	0.18%*										
12	TYPE OF REPORT	ING PERSO	N								
	PN										
CUSIP	NO. 421924309		13G	Page 7	of 21	Pages					
1	NAME OF REPORT		N O. OF ABOVE PERSON (ENTITIES O								
	Arience Associ		.C. ("Arience Associates")								
2	CHECK THE APPR	OPRIATE B	OX IF A MEMBER OF A GROUP)					
					(b) _					
3	SEC USE ONLY										

4	CITIZENSHIP OR	PLACE OF	ORGANIZATION							
	NUMBER OF SHARES	5	SOLE VOTING POWER							
	SHARES		0							
	BENEFICIALLY	6	SHARED VOTING POWER							
			189,244							
	OWNED BY	7	SOLE DISPOSITIVE POWER							
	EACH									
	REPORTING		0							
	PERSON	8	SHARED DISPOSITIVE POWER							
	WITH		189,244							
9	AGGREGATE AMOU	NT BENEFI	CIALLY OWNED BY EACH REPORTING	F PERSON						
	189,244									
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES $\mid _ \mid$									
11			ENTED BY AMOUNT IN ROW (9)							
	0.24%*									
12	TYPE OF REPORT	 ING PERSC	N							
	IA									
CUSIP	NO. 421924309		13G	Page 8 of 21 Pages						
1	NAME OF REPORT		on NO. OF ABOVE PERSON (ENTITIES C	ONLY)						
	Arience Capital	l Managem	ment, L.P. ("Arience Capital")							
2	CHECK THE APPRO	OPRIATE E	OX IF A MEMBER OF A GROUP	(a) X						
				(b) _						
3	SEC USE ONLY									
4	CITIZENSHIP OR	PLACE OF								

	Delaware						
		5	SOLE VOTING POWER				
	SHARES		0				
	BENEFICIALLY	6	SHARED VOTING POWER				
			3,972,023				
	OWNED BY	7	SOLE DISPOSITIVE POWER				
	EACH						
	REPORTING		0				
	PERSON	8	SHARED DISPOSITIVE POWER				
	WITH		3,972,023				
9	AGGREGATE AMOUN	IT BENEFI	CIALLY OWNED BY EACH REPORTING	PERSON	1		
	3,972,023						
10	CHECK BOX IF TH	IE AGGREG	GATE AMOUNT IN ROW (9) EXCLUDES	CERTA]	IN SH	ARES	
11	PERCENT OF CLAS	SS REPRES	SENTED BY AMOUNT IN ROW (9)				
	5.04%*						
12	TYPE OF REPORTI	NG PERSO					
	IA						
 CUSIP	NO. 421924309		13G	 Page	 9 of		
	NAME OF REPORTI	NG PERSO	ON NO. OF ABOVE PERSON (ENTITIES O				
	Arience GP, L.I	.C. ("Ar	rience GP")				
2	CHECK THE APPRO	PRIATE E	BOX IF A MEMBER OF A GROUP				X
						(b)	1_1
3	SEC USE ONLY						
4	CITIZENSHIP OR	PLACE OF					
	USA						

	NUMBER OF SHARES	5	SOLE VOTING POWER								
	SHARES		0								
	BENEFICIALLY	6	SHARED VOTING POWER								
			3,972,023								
	OWNED BY	7	SOLE DISPOSITIVE POWER								
	EACH										
	REPORTING		0								
	PERSON	8	SHARED DISPOSITIVE POWER								
	WITH		3,972,023								
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON										
	3,972,023										
10	CHECK BOX IF T	HE AGGF	REGATE AMOUNT IN ROW (9) EXCLUDE	ES CERTAIN SHARES							
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)									
	5.04%*										
 12	TYPE OF REPORT	 ING PER	 RSON								
	IA										
	IA										
				Page 10 of 21 Pages							
			13G								
	NAME OF REPORT			Page 10 of 21 Pages							
 CUSIP	NAME OF REPORT	ICATION	RSON N NO. OF ABOVE PERSON (ENTITIES Sker ("Ms. Seidman Becker")	Page 10 of 21 Pages							
CUSIP	NO. 421924309 NAME OF REPORT I.R.S. IDENTIF Ms. Caryn Seid	ICATION	RSON N NO. OF ABOVE PERSON (ENTITIES Sker ("Ms. Seidman Becker")	Page 10 of 21 Pages							
CUSIP	NO. 421924309 NAME OF REPORT I.R.S. IDENTIF Ms. Caryn Seid CHECK THE APPR	ICATION man-Bec OPRIATE	RSON I NO. OF ABOVE PERSON (ENTITIES Eker ("Ms. Seidman Becker") E BOX IF A MEMBER OF A GROUP	Page 10 of 21 Pages ONLY) (a) X (b) _							
CUSIP	NO. 421924309 NAME OF REPORT I.R.S. IDENTIF Ms. Caryn Seid CHECK THE APPR	ICATION man-Bec OPRIATE	RSON N NO. OF ABOVE PERSON (ENTITIES Cker ("Ms. Seidman Becker")	Page 10 of 21 Pages ONLY) (a) X (b) _							
CUSIF1 1	NO. 421924309 NAME OF REPORT I.R.S. IDENTIF MS. Caryn Seid CHECK THE APPR	ICATION	RSON I NO. OF ABOVE PERSON (ENTITIES Eker ("Ms. Seidman Becker") E BOX IF A MEMBER OF A GROUP	Page 10 of 21 Pages ONLY) (a) X							
CUSIF1 1	NO. 421924309 NAME OF REPORT I.R.S. IDENTIF Ms. Caryn Seid CHECK THE APPR SEC USE ONLY	ICATION	RSON I NO. OF ABOVE PERSON (ENTITIES Eker ("Ms. Seidman Becker") E BOX IF A MEMBER OF A GROUP	Page 10 of 21 Pages ONLY) (a) X (b) _							

	SHARES		0									
	BENEFICIALLY	6	SHARED VOTING POWER									
			3,972,023									
	OWNED BY	7	SOLE DISPOSITIVE POWER									
	EACH											
	REPORTING		0									
	PERSON	8	SHARED DISPOSITIVE POWER									
	WITH		3,972,023									
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON											
	3,972,023	3,972,023										
10	CHECK BOX IF TH	IE AGGREG	GATE AMOUNT IN ROW (9) EXCLUDES				RES					
11	PERCENT OF CLAS	SS REPRES	SENTED BY AMOUNT IN ROW (9)									
	5.04%*											
12	TYPE OF REPORTI	NG PERSO	NO									
	IN											
CUSIP	NO. 421924309		13G	Page	11	of 2	21 J	Pages				

ITEM 1.

- (a) NAME OF ISSUER: HealthSouth Corporation
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

One HealthSouth Pkwy Ste 224W, Birmingham, AL 35243

ITEM 2.

2(a). NAME OF PERSON FILING:

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) Arience Capital Master Fund, Ltd. (the "Master Fund"), a Cayman Islands exempted company, with respect to the Shares reported in this Schedule 13G directly held by it.
- (ii) Arience Capital Concentrated Master Fund, Ltd. (the "Concentrated

Fund"), a Cayman Islands exempted company, with respect to the Shares reported in this Schedule 13G directly held by it.

- (iii) Arience Capital Long Fund, L.P. (the "Long Fund"), a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G directly held by it.
- (iv) Arience Capital Partners II, L.P. ("ACPII"), a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G directly held by it.
- (v) Arience Capital Partners III, L.P. ("ACPIII"), a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G directly held by it.
- (vi) Arience Capital Management, L.P. ("Arience Capital"), a Delaware limited partnership which serves as investment advisor to the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain other managed accounts, with respect to the Shares reported in this Schedule 13G held by the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and such other managed accounts managed by Arience Capital.
- Arience Associates, L.L.C. ("Arience Associates"), a Delaware limited (vii) liability company which serves as general partner to the Long Fund, ACPIII and ACPIII, with respect to the Shares reported in this Schedule 13G held by the Long Fund, ACPII and ACPIII.

CUSTP NO. 421924309 13G

Page 12 of 21 Page _____

- (viii) Arience GP, L.L.C. ("Arience GP"), a Delaware limited liability company which serves as general partner to Arience Capital, with respect to the Shares reported in this Schedule 13G held by the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain managed accounts managed by Arience Capital.
- (ix) Ms. Caryn Seidman-Becker ("Ms. Seidman Becker"), an individual who serves as the managing member of Arience Associates and Arience GP, with respect to the Shares reported in this Schedule 13G managed by Arience Capital and Arience Associates and held by the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain managed accounts managed by Arience Capital.
- (b) ADDRESS OF PRINCIPAL OFFICE:

The Master Fund:

Goldman Sachs (Cayman) Trust Limited P.O. Box 896 GT Harbour Centre, Second Floor North Church Street George Town, Grand Cayman, KY1-1103 Cayman Islands

The Concentrated Fund:

BISYS Hedge Fund Services (Cayman) Limited P.O. Box 1748
Cayman Corporate Center, 27 Hospital Road George Town, Grand Cayman, KY-1109
Cayman Islands

The Long Fund, ACPII, ACPIII, Arience Capital, Arience Associates, Arience GP and Ms. Caryn Seidman-Becker:

745 Fifth Avenue 7th Floor New York, New York 10151 United States of America

(c) Citizenship:

Delaware: The Long Fund, ACPII, ACPIII, Arience Capital, Arience Associates and Arience GP.

Cayman Islands: The Master Fund and the Concentrated Fund.

Ms. Caryn Seidman-Becker is a United States citizen.

- (d) Title of Class of Securities: Common Stock (\$.01 PAR VALUE)
- (e) CUSIP Number: 421924309

CUSIP NO. 421924309 13G Page 13 of 21 Pages

- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:
 - (a) |_| Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).
 - (b) |_| Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c)
 - (c) |_| Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) |_| Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) |_| An investment adviser in accordance with ss.240.13d-1 (b) (1) (ii) (E).
 - (f) |_| An employee benefit plan or endowment fund in accordance with ss.240.13d-1 (b) (1) (ii) (F).
 - (g) $| _ |$ A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
 - (h) $|_|$ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

- (i) |_| A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) \mid Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

IF THIS STATEMENT IS FILED PURSUANT TO Rule 13d-1(c), CHECK THIS BOX [X]

CUSIP NO. 421924309

13G

Page 14 of 21 Pages

ITEM 4. OWNERSHIP

Arience Capital, as investment advisor to the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain managed accounts, has the power to direct the disposition and voting of the Shares held by the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain managed accounts. Arience GP is the general partner of Arience Capital. Arience Associates is the general partner of the Long Fund, ACPII and ACPIII. Ms. Caryn Seidman-Becker is the managing member of Arience Associates and Arience GP, and in such capacity may be deemed to control Arience Associates and Arience Capital, and therefore may be deemed the beneficial owner of the securities held by the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain managed accounts managed by Arience Capital.

Each of the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII, Arience Associates, Arience Capital and Arience GP, disclaims beneficial ownership of all of the Shares of Common Stock reported in this 13G.

A. Master Fund

- (a) Amount beneficially owned: 3,135,260
- (b) Percent of class: 3.98%* (*All percentages of beneficial ownership reported in this Schedule 13G are based on 78,780,353 shares of Common Stock issued and outstanding as of July 31, 2007, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission for the period ending June 30, 2007.)
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
- (ii) Shared power to vote or to direct the vote: 3,135,260
- (iii) Sole power to dispose or to direct the disposition of: $\boldsymbol{0}$
- (iv) Shared power to dispose or to direct the disposition of: 3,135,260
 - B. Concentrated Fund
 - (a) Amount beneficially owned: 625,458
 - (b) Percent of class: 0.79%*
 - (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote: $^{\circ}$
- (ii) Shared power to vote or to direct the vote: 625.458
- (iii) Sole power to dispose or to direct the disposition of:

(iv) Shared power to dispose or to direct the disposition of: 625,458

CUSIP NO. 421924309

13G

Page 15 of 21 Pages

C. Long Fund

- (a) Amount beneficially owned: 19,385
- (b) Percent of class: 0.02%*
- (c) Number of shares as to which the person has:
- Sole power to vote or to direct the vote: (i)
- Shared power to vote or to direct the vote: 19,385
- (iii) Sole power to dispose or to direct the disposition of:
- (iv) Shared power to dispose or to direct the disposition of: 19,385
 - D. ACPII
 - (a) Amount beneficially owned: 29,413
 - (b) Percent of class: 0.04%*
 - (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
- (ii) Shared power to vote or to direct the vote: 29,413
- Sole power to dispose or to direct the disposition of: (iii)
- Shared power to dispose or to direct the disposition of: (iv) 29,413
 - E. ACPIII
 - (a) Amount beneficially owned: 140,446
 - (b) Percent of class: 0.18%*
 - (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
- Shared power to vote or to direct the vote: (ii) 140,446
- (iii) Sole power to dispose or to direct the disposition of:
- (iv) Shared power to dispose or to direct the disposition of: 140,446
 - F. Arience Associates
 - (a) Amount beneficially owned: 189,244
 - (b) Percent of class: 0.24%*
 - (c) Number of shares as to which the person has:
- Sole power to vote or to direct the vote: (i)
- (ii) Shared power to vote or to direct the vote: 189,244
- (iii) Sole power to dispose or to direct the disposition of:
- (iv) Shared power to dispose or to direct the disposition of:

189,244

CUSIP NO. 421924309 13G Page 16 of 21 Pages

- G. Arience Capital
 - (a) Amount beneficially owned: 3,972,023
 - (b) Percent of class: 5.04%*
 - (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote: $^{\circ}$
- (ii) Shared power to vote or to direct the vote: 3,972,023
- (iii) Sole power to dispose or to direct the disposition of: $\ensuremath{\text{o}}$
- (iv) Shared power to dispose or to direct the disposition of: 3,972,023
 - H. Arience GP
 - (a) Amount beneficially owned: 3,972,023
 - (b) Percent of class: 5.04%*
 - (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote: $^{\circ}$
- (ii) Shared power to vote or to direct the vote: 3,972,023
- (iii) Sole power to dispose or to direct the disposition of: $\ensuremath{\text{0}}$
- (iv) Shared power to dispose or to direct the disposition of: 3,972,023
 - I. Ms. Seidman Becker
 - (a) Amount beneficially owned: 3,972,023
 - (b) Percent of class: 5.04%*
 - (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote: $\boldsymbol{0}$
- (ii) Shared power to vote or to direct the vote: 3,972,023
- (iii) Sole power to dispose or to direct the disposition of: $^{\circ}$
- (iv) Shared power to dispose or to direct the disposition of: 3,972,023
- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

See Item 4.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

13G

Page 17 of 21 Pages

CUSIP NO. 421924309

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP

Not applicable

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

Dated: October 11, 2007

Arience Capital Master Fund, Ltd. By: Ms. Caryn Seidman-Becker as Director

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker

Director

Arience Capital Concentrated Master Fund, Ltd. By: Ms. Caryn Seidman-Becker as Director

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker

Director

Arience Capital Long Fund, L.P. By: Arience Associates, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker
----Ms. Caryn Seidman-Becker
Managing Member

CUSIP NO. 421924309 13G Page 18 of 21 Pages

Arience Capital Partners II, L.P. By: Arience Associates, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker

Managing Member

Arience Capital Partners III, L.P.
By: Arience Associates, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker
----Ms. Caryn Seidman-Becker
Managing Member

Arience Capital Management, L.P. By: Arience GP, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker
----Ms. Caryn Seidman-Becker
Managing Member

Arience Associates, L.L.C.

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker

Managing Member

Arience GP, L.L.C.

By: /s/ Ms. Caryn Seidman-Becker
----Ms. Caryn Seidman-Becker
Managing Member

CUSIP NO. 421924309 13G Page 19 of 21 Pages

17

LIST OF EXHIBITS TO SCHEDULE 13G

														Pag	\in
1.	Agreem	ent	to	Make	Joint	Filing	 	 	 					20	
CU 	SIP NO.	421	1924	1309			13G			Page	20	of 2 	1 P	ages	

EXHIBIT 1

AGREEMENT TO MAKE JOINT FILING

Each of the undersigned acknowledges and agrees that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

Dated: October 11, 2007

Arience Capital Master Fund, Ltd.
By: Ms. Caryn Seidman-Becker as Director

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker

Director

Arience Capital Concentrated Master Fund, Ltd. By: Ms. Caryn Seidman-Becker as Director

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker

Director

Arience Capital Long Fund, L.P. By: Arience Associates, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker

Managing Member

Arience Capital Partners II, L.P. By: Arience Associates, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker
----Ms. Caryn Seidman-Becker
Managing Member

CUSIP NO. 421924309

O. 421924309

13G

Page 21 of 21 Pages

Arience Capital Partners III, L.P. By: Arience Associates, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker

Managing Member

Arience Capital Management, L.P. By: Arience GP, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker

Managing Member

Arience Associates, L.L.C.

By: /s/ Ms. Caryn Seidman-Becker
----Ms. Caryn Seidman-Becker
Managing Member

Arience GP, L.L.C.

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker

Managing Member