

MCCLENNEN PETER A
 Form 4
 May 03, 2019

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCCLENNEN PETER A

(Last) (First) (Middle)

C/O TELADOC HEALTH, INC., 2
 MANHATTANVILLE ROAD,
 SUITE 203

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Teladoc Health, Inc. [TDOC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/01/2019 | | M | | 9,797 A \$ 32.5 | D | |
| Common Stock | 05/01/2019 | | M | | 9,797 A \$ 38.55 | D | |
| Common Stock | 05/01/2019 | | S | | 19,594 D \$ 60.03 | D | |
| | | | | | (1) (2) | | |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 32.5 | 05/01/2019 | | M | 9,797 | <u>(3)</u> 11/03/2027 | Common Stock | 9,797 |
| Employee Stock Option (right to buy) | \$ 38.55 | 05/01/2019 | | M | 9,797 | <u>(4)</u> 03/01/2028 | Common Stock | 9,797 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCLENNEN PETER A C/O TELADOC HEALTH, INC. 2 MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577 | | | President | |

Signatures

/s/ Adam C. Vandervoort,
attorney-in-fact
Date: 05/03/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan that was adopted by the reporting person on March 4, 2019.

- Represents the weighted average price of transactions ranging from \$60.00 to \$60.22. The reporting person undertakes to provide, upon
- (2) request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) The option vests as to 25% of the shares on November 3, 2018. The remainder of the shares vest in 36 equal monthly installments thereafter.
 - (4) The option vests as to 25% of the shares on March 1, 2019. The remainder of the shares vest in 36 equal monthly installments thereafter.

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

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