

Teladoc, Inc.
Form 3/A
July 09, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â KPCB DGF Associates, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O KLEINER PERKINS CAUFIELD & BYERS,,Â 2750 SAND HILL ROAD</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/30/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Teladoc, Inc. [TDOC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>06/30/2015</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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 control number.

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

| | | | | | |
|---|--|--|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|--|---|---|--|

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--------------------------|-------|-------|--------------|-----------|--------|----------------------------------|------------------------------|
| Series D Preferred Stock | Â (5) | Â (5) | Common Stock | 6,565,850 | \$ (5) | I | See Footnotes (1) (2) (3) |
| Series D Preferred Stock | Â (5) | Â (5) | Common Stock | 399,828 | \$ (5) | I | See Footnotes (1) (2) (4) |
| Series F Preferred Stock | Â (6) | Â (6) | Common Stock | 624,535 | \$ (6) | I | See Footnotes (1) (2) (3) |
| Series F Preferred Stock | Â (6) | Â (6) | Common Stock | 38,030 | \$ (6) | I | See Footnotes (1) (2) (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KPCB DGF Associates, LLC C/O KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND HILL ROAD MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| KPCB Digital Growth Fund, LLC C/O KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND HILL ROAD MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| KPCB Digital Growth Founders Fund, LLC C/O KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND HILL ROAD MENLO PARK, CA 94025 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| KPCB DGF Associates, LLC, By: /s/ Paul Vronsky, General Counsel | 07/09/2015 |
| **Signature of Reporting Person | Date |
| KPCB Digital Growth Fund, LLC By: KPCB DGF Associates, LLC, Its Managing Member, By: /s/ Paul Vronsky, General Counsel | 07/09/2015 |
| **Signature of Reporting Person | Date |
| KPCB DGF Founders Fund, LLC, By: KPCB DGF Associates, LLC, Its Managing Member, By: /s/ Paul Vronsky, General Counsel | 07/09/2015 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive power over such shares. The managing member of KPCB Digital Growth Fund,

Edgar Filing: Teladoc, Inc. - Form 3/A

LLC and KPCB DGF Founders Fund, LLC is KPCB DGF Associates, LLC. John Doerr, Ted Schlein, Brook Byers, Bing Gordon and Mary Meeker (collectively, the "Managing Members") are the managing members of KPCB DGF Associates, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held of record by KPCB Digital Growth Fund, LLC and KPCB DGF Founders Fund, LLC. [continued in next footnote]

- [continued from previous footnote] Each of entities and the Managing Members disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.
- (2) The reported securities are held directly by KPCB Digital Growth Fund, LLC.
 - (3) The reported securities are held directly by KPCB DGF Founders Fund LLC.
 - (5) Each share of Series D Preferred Stock automatically converted into shares of common stock of the issuer on a 0.4375-for-one basis on July 7, 2015.
 - (6) Each share of Series F Preferred Stock automatically converted into shares of common stock of the issuer on a 0.4375-for-one basis on July 7, 2015.

Â

Remarks:

ThisÂ amendmentÂ correctsÂ theÂ numberÂ ofÂ sharesÂ ofÂ SeriesÂ DÂ PreferredÂ StockÂ andÂ SeriesÂ FÂ PreferredÂ

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

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