

Teladoc, Inc.
Form 4
July 09, 2015

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 *
CHP III LP

(Last) (First) (Middle)

C/O CARDINAL PARTNERS,, 230
NASSAU STREET

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/07/2015		C		2,641,986	A (2)	2,641,986	I	See Footnote (1)
Common Stock	07/07/2015		C		819,852	A (3)	819,852	I	See Footnote (1)
Common Stock	07/07/2015		C		1,089,666	A (4)	1,089,666	I	See Footnote (1)
Common Stock	07/07/2015		C		428,964	A (5)	428,964	I	See Footnote

(1)

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series C-1 Preferred Stock	(2)	07/07/2015		C	6,039,316	(2) (2)	Common Stock 2,641,98
Series D Preferred Stock	(3)	07/07/2015		C	1,874,100	(3) (3)	Common Stock 819,852
Series E Preferred Stock	(4)	07/07/2015		C	2,490,867	(4) (4)	Common Stock 1,089,66
Series F Preferred Stock	(5)	07/07/2015		C	980,568	(5) (5)	Common Stock 428,964

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHP III LP C/O CARDINAL PARTNERS, 230 NASSAU STREET PRINCETON, NJ 08542		X		
CHP III Management, L.L.C. C/O CARDINAL PARTNERS 230 NASSAU STREET PRINCETON, NJ 08542		X		

Signatures

/s/ Brandon H. Hull, Managing Member of CHP III Management, L.L.C., the General Partner of CHP III, L.P.

07/09/2015

__Signature of Reporting Person

Date

/s/ Brandon H. Hull, Managing Member of CHP III Management, L.L.C.

07/09/2015

__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).

CHP III Management, L.L.C. is the sole General Partner of CHP III, L.P. John K. Clarke, Brandon H. Hull, and John J. Park.

(1) (collectively, the "Managing Members") are Managing Members of CHP III Management, L.L.C., and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held of record by CHP III, L.P. (the "CHP III Shares"). Each of the entities and the Managing Members disclaim 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) Each share of Series C-1 Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.

(3) Each share of Series D Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.

(4) Each share of Series E Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.

(5) Each share of Series F Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.

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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