

HIRSCHHORN MARK
Form 4
December 17, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
HIRSCHHORN MARK

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O TELADOC HEALTH, INC., 2
MANHATTANVILLE ROAD,
SUITE 203

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, COO and CFO

(Street)
PURCHASE, NY 10577

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

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

(City) (State) (Zip)

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 | 12/13/2018 | | M | | 1,001 A \$ 1.67 | 3,658 | D |
| Common Stock | 12/13/2018 | | M | | 684 A \$ 6.01 | 4,342 | D |
| Common Stock | 12/13/2018 | | M | | 2,284 A \$ 6.01 | 6,626 | D |
| Common Stock | 12/13/2018 | | M | | 3,081 A \$ 12.21 | 9,707 | D |
| Common Stock | 12/13/2018 | | M | | 293 A \$ 22.3 | 10,000 | D |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 1.67 | 12/13/2018 | | M | 1,001 | <u>(1)</u> 12/11/2023 | Common Stock | 1,001 |
| Employee Stock Option (right to buy) | \$ 6.01 | 12/13/2018 | | M | 684 | <u>(2)</u> 09/10/2024 | Common Stock | 684 |
| Employee Stock Option (right to buy) | \$ 6.01 | 12/13/2018 | | M | 2,284 | <u>(3)</u> 12/22/2024 | Common Stock | 2,284 |
| Employee Stock Option (right to buy) | \$ 12.21 | 12/13/2018 | | M | 3,081 | <u>(4)</u> 03/07/2026 | Common Stock | 3,081 |
| Employee Stock Option (right to buy) | \$ 22.3 | 12/13/2018 | | M | 293 | <u>(5)</u> 03/03/2027 | Common Stock | 293 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HIRSCHHORN MARK C/O TELADOC HEALTH, INC., 2 MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577 | | | Executive VP, COO and CFO | |

Signatures

/s/ Adam C. Vandervoort,
attorney-in-fact

12/17/2018

**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).

- (1) The option vests as to 25% of the shares on December 11, 2014. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (2) The option vests as to 25% of the shares on September 10, 2015. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (3) The option vests as to 25% of the shares on December 22, 2015. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (4) The option vests as to 25% of the shares on March 7, 2017. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (5) The option vests as to 25% of the shares on March 3, 2018. 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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