Teladoc, Inc.
Form 10-Q
August 02, 2017
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from   to

Commission File Number: 001-37477

TELADOC, INC.

(Exact name of registrant as specified in its charter)

Delaware	04-3705970
(State of incorporation)	(I.R.S. Employer Identification No.)
2 Manhattanville Road, Suite 203	
Purchase, New York	10577
(Address of principal executive office)	(Zip code)

(203) 635-2002

(Registrant's telephone number including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Emerging growth company (Do not check if a smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)
Yes No

As of July 31, 2017, the Registrant had 56,654,241 shares of Common Stock outstanding.

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TELADOC, INC.

QUARTERLY REPORT ON FORM 10-Q

For the period ended June 30, 2017

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PART I

FINANCIAL INFORMATION

ITEM 1. Financial Statements

TELADOC, INC.

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data, unaudited)

	June 30, 2017	December 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	$ 409,224	$ 50,015
Short-term marketable securities	31,070	15,793
Accounts receivable, net of allowance of $2,010 and $2,422, respectively	14,229	13,806
Prepaid expenses and other current assets	2,468	3,103
Total current assets	456,991	82,717
Property and equipment, net	7,424	7,479
Goodwill	188,184	188,184
Intangible assets, net	21,239	24,875
Other assets	308	415
Total assets	$ 674,146	$ 303,670
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 1,150	$ 2,236
Accrued expenses and other current liabilities	9,684	7,981
Accrued compensation	8,853	8,856
Long term bank and other debt - current portion	—	2,000
Total current liabilities	19,687	21,073
Other liabilities	9,254	7,609
Deferred taxes	1,994	1,694
Long term bank and other debt, net	42,440	42,424
Convertible senior notes, net	201,395	—
Commitments and contingencies		
Stockholders' equity:		
Common stock, $0.001 par value; 100,000,000 shares and 75,000,000 shares authorized as of June 30, 2017 and December 31, 2016, respectively; 54,798,273 shares and 46,201,563 shares issued and outstanding as of June 30, 2017 and December 31, 2016, respectively	55	46

Additional paid-in capital	635,186	435,551
Accumulated deficit	(235,864)	(204,726)
Accumulated other comprehensive loss	(1)	(1)
Total stockholders' equity	399,376	230,870
Total liabilities and stockholders' equity	$ 674,146	$ 303,670

See accompanying notes to unaudited consolidated financial statements.

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TELADOC, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except share and per share data, unaudited)

	Quarters Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Revenue	$ 44,591	$ 26,488	$ 87,489	$ 53,376
Cost of revenue	10,026	6,891	22,165	14,834
Gross profit	34,565	19,597	65,324	38,542
Operating expenses:				
Advertising and marketing	12,278	7,804	24,894	15,854
Sales	7,324	5,860	15,312	11,130
Technology and development	7,537	4,829	14,049	10,054
Legal	277	1,193	620	2,315
Regulatory	987	772	1,994	1,620
Acquisition related costs	2,113	763	2,113	763
General and administrative	15,873	11,280	30,361	22,917
Depreciation and amortization	2,668	1,558	5,275	3,066
Loss from operations	(14,492)	(14,462)	(29,294)	(29,177)
Interest expense, net	774	407	1,476	834
Net loss before taxes	(15,266)	(14,869)	(30,770)	(30,011)
Income tax provision	149	10	299	172
Net loss	$ (15,415)	$ (14,879)	$ (31,069)	$ (30,183)
Net loss per share, basic and diluted	$ (0.28)	$ (0.38)	$ (0.58)	$ (0.78)
Weighted-average shares used to compute basic and diluted net loss per share	54,572,862	38,717,186	53,389,435	38,650,765

See accompanying notes to unaudited consolidated financial statements.

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TELADOC, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME

(In thousands, unaudited)

	Quarters Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net loss	$ (15,415)	$ (14,879)	$ (31,069)	$ (30,183)
Other comprehensive income, net of tax:				
Net change in unrealized gains on available-for-sale securities	3	8	—	67
Other comprehensive income, net of tax	3	8	—	67
Comprehensive loss	$ (15,412)	$ (14,871)	$ (31,069)	$ (30,116)

See accompanying notes to unaudited consolidated financial statements

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TELADOC, INC.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

(In thousands, except share data, unaudited)

	Common Stock Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
Balance as of December 31, 2016	46,201,563	$ 46	$ 435,551	$ (204,726)	$ (1)	$ 230,870
Exercise of stock options	479,339	1	4,315	—	—	4,316
Exercise of warrants	138,903	—	—	—	—	—
Issuance of common stock under employee stock purchase plan	90,968	—	1,265	—	—	1,265
Equity component of Convertible Senior Notes, net of debt issuance costs	—	—	62,404	—	—	62,404
Stock-based compensation (1)	—	—	7,731	(69)	—	7,662
Follow-On Offering	7,887,500	8	123,920	—	—	123,928
Net loss	—	—	—	(31,069)	—	(31,069)
Balance as of June 30, 2017	54,798,273	$ 55	$ 635,186	$ (235,864)	$ (1)	$ 399,376

(1) The $0.1 million adjustment to accumulated deficit represents the adoption of ASU 2016-09 for cumulative forfeitures expense. See Note 2 for additional information.

See accompanying notes to unaudited consolidated financial statements.

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TELADOC, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands, unaudited)

	Six Months Ended June 30,	
	2017	2016
Cash flows used in operating activities:		
Net loss	$ (31,069)	$ (30,183)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	5,275	3,066
Allowance for doubtful accounts	764	1,429
Stock-based compensation	7,662	2,922
Deferred income taxes	299	172
Accretion of interest	28	175
Changes in operating assets and liabilities:		
Accounts receivable	(1,186)	(2,504)
Prepaid expenses and other current assets	700	435
Other assets	107	(12)
Accounts payable	(1,085)	(1,707)
Accrued expenses and other current liabilities	1,703	(1,648)
Accrued compensation	(264)	(1,695)
Other liabilities	1,645	616
Net cash used in operating activities	(15,421)	(28,934)
Cash flows (used in) provided by investing activities:		
Purchase of property and equipment	(1,299)	(778)
Purchase of internal-use software	(285)	(658)
Purchase of marketable securities	(34,954)	(44,188)
Proceeds from marketable securities	19,677	69,749
Net cash (used in) provided by investing activities	(16,861)	24,125
Cash flows provided by financing activities:		
Net proceeds from the exercise of stock options	4,316	590
Proceeds from issuance of convertible notes	263,722	—
Proceeds from borrowing under bank and other debt	—	5,500
Repayment of bank loan and other debt	(2,000)	(625)
Proceeds from issuance of common stock	123,928	—
Proceeds from employee stock purchase plan	1,265	—
Cash for withholding taxes on stock-based awards, net	260	59
Net cash provided by financing activities	391,491	5,524
Net increase in cash and cash equivalents	359,209	715
Cash and cash equivalents at beginning of the period	50,015	55,066
Cash and cash equivalents at end of the period	$ 409,224	$ 55,781

Interest paid	$ 1,847	$ 1,050

See accompanying notes to unaudited consolidated financial statements.

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TELADOC, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Organization and Description of Business

Teladoc, Inc. was incorporated in the State of Texas in June 2002 and changed its state of incorporation to the State of Delaware in October 2008. Unless the context otherwise requires, Teladoc, Inc., together with its subsidiaries, is referred to herein as “Teladoc” or the “Company”. The Company’s principal executive offices are located in Purchase, New York and Lewisville, Texas. Teladoc is the nation’s largest telehealth company.

On July 14, 2017, the Company completed the acquisitions of Best Doctors Holdings, Inc. (“Best Doctors”), the world’s leading expert medical consultation company focused on improving health outcomes for the most complex, critical and costly medical issues. See Note 13, “Subsequent Events”.

On January 24, 2017, Teladoc completed its follow on public offering (the “Follow-On Offering”) in which the Company issued and sold 7,887,500 shares of common stock, including the exercise of an underwriter option to purchase additional shares, at an issuance price of $16.75 per share. The Company received net proceeds of $123.9 million after deducting underwriting discounts and commissions of $7.6 million as well as other offering expenses of $0.6 million.

On July 1, 2016, the Company completed the acquisitions of HY Holdings, Inc. d/b/a HealthiestYou Corporation (“HealthiestYou”), a telehealth consumer engagement technology platform for the small to mid-sized employer market. Upon the effective date of the merger, HealthiestYou merged with and into Teladoc. See Note 3 “Business Acquisition”.

Note 2. Basis of Presentation and Principles of Consolidation

Basis of Presentation and Principles of Consolidation

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) regarding interim financial reporting. In the opinion of the Company’s management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal recurring accruals and adjustments) necessary to present fairly the financial position, results of operations and cash flows of the Company at the dates and for the periods indicated. The interim results for the quarters and six months ended June 30, 2017 are not necessarily indicative of results for the full 2017 calendar year or any other future interim periods. As such, the information included in this quarterly report on Form 10-Q should be read in conjunction with the consolidated financial statements and accompanying notes included in the Company’s Form 10-K for the year ended December 31, 2016.

The unaudited consolidated financial statements include the results of Teladoc, two professional associations and twenty two professional corporations and a service corporation (collectively, the "Association").

Teladoc Physicians, P.A. is party to several Services Agreements by and among it and the professional corporations pursuant to which each professional corporation provides services to Teladoc Physicians, P.A. Each professional corporation is established pursuant to the requirements of its respective domestic jurisdiction governing the corporate practice of medicine.

The Company holds a variable interest in the Association which contracts with physicians and other health professionals in order to provide services to Teladoc. The Association is considered a variable interest entity ("VIE") since it does not have sufficient equity to finance its activities without additional subordinated financial support. An enterprise having a controlling financial interest in a VIE, must consolidate the VIE if it has both power and benefits—that is, it has (1) the power to direct the activities of a VIE that most significantly impact the VIE's economic performance (power) and (2) the obligation to absorb losses of the VIE that potentially could be significant to the VIE or the right to receive benefits from the VIE that potentially could be significant to the VIE (benefits). The Company has the power and rights to control all activities of the Association and funds and absorbs all losses of the VIE.

Total revenue and net loss for the VIE were $7.1 million and $(1.8) million, respectively, for the quarter ended June 30, 2017 and $4.9 million and $(1.9) million, respectively, for the quarter ended June 30, 2016. Total revenue and net loss for the VIE were $15.7 million and $(4.4) million, respectively, for the six months ended June 30, 2017 and $11.0 million and $(3.5) million, respectively, for the six months ended June 30, 2016. The VIE's total assets were $2.7 million and $2.9 million at June 30, 2017 and December 31, 2016, respectively. Total liabilities for the VIE were $32.1 million and $27.8 million at June 30, 2017 and December 31, 2016, respectively. The VIE's total stockholders' deficit was $29.4 million and $25.0 million at June 30, 2017 and December 31, 2016, respectively.

All intercompany transactions and balances have been eliminated.

The Company adopted ASU 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting during the quarter ended March 31, 2017 as described below. There have been no other changes to the significant accounting policies described in the Form 10-K that have had a material impact on the consolidated financial statements and related notes.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

Recently Issued Accounting Pronouncements

In March 2016, the FASB issued ASU 2016-09, Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The new standard is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years and early adoption is permitted. On January 1, 2017, the Company adopted this standard on a modified retrospective basis. As a result of the adoption of this standard, a deferred tax asset of approximately $1.3 million was recorded as a cumulative effect adjustment to accumulated deficit. The Company has also recorded a full valuation allowance for the deferred tax asset due to the uncertainty regarding the future realization and as a result, there was no change to stockholders' equity. Additionally, the Company elected to change its policy from estimating forfeitures to recognizing forfeitures when they occur and recorded a cumulative adjustment to accumulated deficit of approximately $0.1 million as of January 1, 2017.

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606), to achieve a consistent application of revenue recognition within the U.S., resulting in a single revenue model to be applied by reporting companies under GAAP. Under the new model, recognition of revenue occurs when a customer obtains control of promised goods or services in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, the revised guidance requires that reporting companies disclose the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The revised guidance is effective for the Company beginning in the quarter ending March 31, 2018; early adoption is allowed. The revised guidance is required to be applied retrospectively to each prior reporting period presented or modified retrospectively applied with the cumulative effect of initially applying it recognized at the date of initial application. The Company has undergone a process of identifying the various types of revenue streams and has performed an initial evaluation of the components of the associated contractual arrangements. The Company will be assessing the impact of this standard on its revenue recognition policy and anticipates adopting the standard using the modified retrospective method.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). ASU 2016-02 outlines a comprehensive lease accounting model and supersedes the current lease guidance. The new guidance requires lessees to recognize lease liabilities and corresponding right-of-use assets for all leases with lease terms of greater than 12 months. It also changes the definition of a lease and expands the disclosure requirements of lease arrangements. The new guidance must be adopted using the modified retrospective approach and will be effective for the Company starting in the first quarter of fiscal 2019. Early adoption is permitted. The Company is currently in the process of evaluating the impact of the adoption of this standard on our consolidated financial statements.

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TELADOC, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 3. Business Acquisition

On July 1, 2016, the Company completed the acquisition of HealthiestYou through a merger in which HealthiestYou became a wholly-owned subsidiary of the Company. The aggregate merger consideration paid was $151.5 million, which was comprised of 6,955,796 shares of Teladoc's common stock valued at $108.3 million on July 1, 2016, and $43.2 million of cash, subject to post-closing working capital adjustments as defined in the merger agreement. The post-closing working capital adjustment was finalized in the amount of less than $0.1 million. HealthiestYou was a telehealth consumer engagement technology platform for the small to mid-sized employer market. Solutions provided by HealthiestYou included 24/7 access to telephone and video conferencing with doctors as well as the convenience of procedure price comparisons, prescription medicine price comparisons, health plan information and benefits eligibility and location information for wellness service providers. The acquisition was considered a stock acquisition for tax purposes and as such the goodwill resulting from this acquisition is not tax deductible. The total acquisition related costs of the acquisition were $6.9 million and included transaction costs for banker and other professional fees as well as $5.7 million of contract termination costs for certain HealthiestYou third party providers. The contract termination costs of $5.7 million were previously accrued by HealthiestYou and reflected in HealthiestYou's financial statements as of June 30, 2016, prior to the acquisition. These non-cash expenses are also reflected in the Company's financial results in the quarter ended September 30, 2016 as the Company benefited from the termination of these contracts.

The acquisition described above was accounted for using the acquisition method of accounting, which requires, among other things, the assets acquired and the liabilities assumed be recognized at their fair values as of the acquisition date. The results of the acquisition were included within the consolidated financial statements commencing on July 1, 2016.

The following table summarizes the fair value estimates of the assets acquired and liabilities assumed on July 1, 2016. The Company, with the assistance of a third-party valuation expert, estimated the fair value of the acquired tangible and intangible assets.

Identifiable assets acquired and liabilities assumed (in thousands):

	HealthiestYou
Purchase price	$ 151,484
Less:	
Cash	6,204
Accounts receivable	1,184
Other assets	1,537
Client relationships	10,930
Non-compete agreements	70
Internal-use software	2,220
Trademarks	1,180
Accounts payable	(836)

Other liabilities		(2,847)
Goodwill	$	131,842

The amount allocated to goodwill reflects the benefits Teladoc expects to realize from the growth of HealthiestYou’s operations.

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TELADOC, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 4. Intangible Assets, Net

Intangible assets, net consist of the following (in thousands):

	Useful Life	Gross Value	Accumulated Amortization	Net Carrying Value	Weighted Average Remaining Useful Life
June 30, 2017					
Client relationships	2 to 10 years	$ 22,581	$ (8,295)	$ 14,286	7.9
Non-compete agreements	1.5 to 5 years	3,480	(2,743)	737	1.1
Trademarks	3 years	1,320	(507)	813	2.0
Patents	3 years	200	(39)	161	2.4
Internal-use software	3 to 5 years	9,262	(4,020)	5,242	2.4
Intangible assets, net		$ 36,843	$ (15,604)	$ 21,239	6.1
December 31, 2016					
Client relationships	2 to 10 years	$ 22,581	$ (6,226)	$ 16,355	8.5
Non-compete agreements	1.5 to 5 years	3,480	(2,344)	1,136	1.6
Trademarks	3 years	1,320	(287)	1,033	2.4
Patents	3 years	200	(6)	194	2.9
Internal-use software	3 to 5 years	8,976	(2,819)	6,157	3.0
Intangible assets, net		$ 36,557	$ (11,682)	$ 24,875	6.5

Amortization expense for intangible assets was $2.0 million and $1.0 million for the quarters ended June 30, 2017 and 2016, respectively and $3.9 million and $2.1 million for the six months ended June 30, 2017 and 2016, respectively.

Note 5. Goodwill

Goodwill consists of the following (in thousands):

	As of June 30, 2017	As of December 31, 2016
Beginning balance	$ 188,184	$ 56,342
Additions associated with the acquisition of HealthiestYou	-	131,842

Goodwill	$ 188,184	$ 188,184

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TELADOC, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 6. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following (in thousands):

	As of June 30, 2017	As of December 31, 2016
Professional fees	$ 885	$ 292
Consulting fees/provider fees	1,300	1,687
Legal fees	2,050	897
Interest payable	284	389
Marketing	87	142
Earnout and compensation	—	1,045
Deferred revenue	2,411	1,002
Other	2,667	2,527
Total	$ 9,684	$ 7,981

Note 7. Fair Value Measurements

The Company measures its financial assets and liabilities at fair value at each reporting period using a fair value hierarchy that requires it to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value:

Level 1—Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active

markets.

Level 2—Include other inputs that are directly or indirectly observable in the marketplace.

Level 3—Unobservable inputs that are supported by little or no market activity.

The Company measures its cash equivalents at fair value on a recurring basis. The Company classifies its cash equivalents within Level 1 because they are valued using observable inputs that reflect quoted prices for identical assets in active markets and quoted prices directly in active markets.

The Company measures its short-term marketable securities at fair value on a recurring basis and classifies such as Level 2. They are valued using observable inputs that reflect quoted prices directly or indirectly in active markets. The short-term marketable securities amortized cost approximates fair value.

The Company measures its contingent consideration at fair value on a recurring basis and classifies such as Level 3. The Company estimates the fair value of contingent consideration as the present value of the expected contingent payments, determined using the weighted probability of the possible payments.

The following tables present information about the Company’s assets and liabilities that are measured at fair value on a recurring basis using the above input categories (in thousands):

	June 30, 2017			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 409,224	$ —	$ —	$ 409,224
Short-term marketable securities	$ —	$ 31,070	$ —	$ 31,070
Contingent liability (included in other liabilities)	$ —	$ —	$ 3,798	$ 3,798

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TELADOC, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 50,015	$ —	$ —	$ 50,015
Short-term marketable securities	$ —	$ 15,793	$ —	$ 15,793
Contingent liability (included in accrued expenses and other current liabilities and other liabilities)	$ —	$ —	$ 3,678	$ 3,678

There were no transfers between fair value measurement levels during the six months ended June 30, 2017 and 2016.

The change in fair value of the Company's contingent liability is recorded in general and administrative expenses in the consolidated statements of operations. The following table reconciles the beginning and ending balance of the Company's Level 3 contingent liability:

Balance at December 31, 2016	$ 3,678
Change in fair value	120
Fair value at June 30, 2017	$ 3,798

Note 8. Long Term Bank and Other Debt

Long term bank and other debt consist of the following (in thousands):

	As of June 30, 2017	As of December 31, 2016
SVB Mezzanine Term Loan	$ 25,000	$ 25,000
SVB Line of Credit Facility less debt discount of $50 and $66	17,440	17,424
Subordinated Promissory Note	—	2,000
Total	42,440	44,424
Less: current portion of Subordinated Promissory Note	—	(2,000)
Long term bank and other debt	$ 42,440	$ 42,424

Long term bank and other debt are stated at amortized cost, which approximates fair value.

In July 2016, the Company entered into an Amended and Restated Loan and Security Agreement with Silicon Valley Bank ("SVB"), that provided for a $25 million Mezzanine Term Loan and a $25 million Line of Credit Facility. The Mezzanine Term Loan carries interest at a rate of 6.25% above the Wall Street Journal ("WSJ") Prime Rate with a WSJ Prime Rate floor of 3.75% and matures in July 2019. Interest payments are payable monthly in arrears. The Company incurred a $250,000 loan origination fee and will be liable for a final payment fee of $750,000 payable at maturity or upon prepayment of the Mezzanine Term Loan. In connection with entry into the Mezzanine Term Loan, the Company granted two affiliates of SVB warrants to purchase an aggregate of 798,694 shares of common stock of the Company at an exercise price of $13.50 per share. The warrants are immediately exercisable and have a 10-year term. The fair value of the common stock warrants on the date of issue was approximately $7.7 million. The Company also granted SVB a security interest in significantly all of the Company's assets. The Mezzanine Term Loan has been used to fund the expansion of the Company's business.

The amended Line of Credit Facility provides for borrowings up to $25 million based on 300% of the Company's monthly recurring revenue, as defined. In addition, there is an additional $25 million Uncommitted Incremental Facility permitted under the Line of Credit Facility. The Line of Credit Facility carries interest at a rate of 0.50% above the WSJ Prime Rate and matures in July 2019. The Company incurred an initial $75,000 loan origination fee and is responsible for additional $75,000 in annual fees on the anniversary of the Line of Credit Facility. The Company will also be liable for a $50,000 loan arrangement fee if and when the Company utilizes the Uncommitted Incremental Facility.

The Company determined that the 2014 Amended Term Loan Facility and Revolving Advance Facility were modified as part of the refinancing and as a result, less than $0.1 million of previous deferred loan costs will continue to be amortized to interest expense through July 2019.

On July 13, 2017, the Company repaid all the outstanding amounts under both of the SVB Line of Credit Facility and Mezzanine Term Loan of $17.5 million and $25 million, respectively, including early termination and final deferred origination fees of $1.7 million. See Note 13, “Subsequent Events”.

Effective with the purchase of AmeriDoc, LLC (“AmeriDoc”) in 2014, the Company executed a Subordinated Promissory Note in the amount of $3.5 million payable to the seller of AmeriDoc on April 30, 2015. The Subordinated Promissory Note carried interest at a rate of 10.00% annual interest and is subordinated to the SVB Facilities. In March 2015, the Company, the seller of AmeriDoc and SVB executed an Amended and Restated Subordinated Promissory Note that extended the maturity of the Amended and Restated Subordinated Promissory Note to April 30, 2017. In November 2015, the Company executed the Second Amended and Restated Subordinated Promissory Note with a revised annual interest rate of 7% commencing on January 1, 2016 and extended the maturity of the Second Amended and Restated Subordinated Promissory Note to April 30, 2018 with a seller put option effective on April 30, 2017. The Company repaid $1.0 million during 2016 and the remaining outstanding amount of $2.0 million was paid during the first quarter of 2017.

The Company was in compliance with all debt covenants at June 30, 2017 and December 31, 2016.

Note 9. Convertible Senior Notes

On June 27, 2017, the Company issued, at par value, $275 million aggregate principal amount of 3% convertible senior notes due 2022 (the “2022 Notes”). The 2022 Notes bear cash interest at a rate of 3% per year, payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2017. The 2022 Notes will mature on December 15, 2022. The net proceeds to the Company from the offering were $263.7 million after deducting offering costs of approximately $11.3 million.

The 2022 Notes are senior unsecured obligations of the Company and rank senior in right of payment to the Company’s indebtedness that is expressly subordinated in right of payment to the 2022 Notes; equal in right of payment to the Company’s liabilities that is not so subordinated; effectively junior in right of payment to any of the Company’s secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities incurred by the Company’s subsidiaries.

Holders may convert all or any portion of their 2022 Notes in integral multiples of $1,000 principal amount, at their option, at any time prior to the close of business on the business day immediately preceding June 15, 2022 only under the following circumstances:

•during any calendar quarter commencing after the calendar quarter ending on September 30, 2017 (and only during such calendar quarter), if the last reported sale price of the shares of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;

•during the five business day period after any ten consecutive trading day period (the ‘‘measurement period'') in which the trading price (as defined in the 2022 Notes Indenture) per $1,000 principal amount of 2022 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day;

•upon the occurrence of specified corporate events described under the 2022 Notes Indenture; or

•if the Company calls the 2022 Notes for redemption, at any time until the close of business on the second business day immediately preceding the redemption date as described under the 2022 Notes Indenture.

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•On or after June 15, 2022, until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their 2022 Notes, in integral multiples of $1,000 principal amount, at the option of the holder regardless of the foregoing circumstances.

The conversion rate for the 2022 Notes was initially, and remains, 22.7247 shares of the Company's common stock per $1,000 principal amount of the 2022 Notes, which is equivalent to an initial conversion price of approximately $44.00 per share of the Company's common stock. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of the Company's common stock or a combination thereof, at the Company's election. If the Company elects (or are deemed to have elected) to satisfy the conversion obligation solely in cash or through payment and delivery, as the case may be, of a combination of cash and shares of the Company's common stock, the amount of cash and shares of the Company's common stock, if any, due upon conversion will be based on a daily conversion value calculated on a proportionate basis for each trading day in a 25 trading day observation period (as defined in the 2022 Notes Indenture).

The Company may redeem for cash all or any portion of the 2022 Notes, at its option, on or after December 22, 2020 if the last reported sale price of its common stock exceeds 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading days ending on, and including the trading day immediately preceding the date on which the Company provides notice of the redemption. The redemption price will be the principal amount of the 2022 Notes to be redeemed, plus accrued and unpaid interest, if any. In addition, calling any 2022 Note for redemption on or after December 22, 2020 will constitute a make-whole fundamental change with respect to that 2022 Note, in which case the conversion rate applicable to the conversion of that Note, if it is converted in connection with the redemption, will be increased in certain circumstances as described in the 2022 Notes Indenture.

In accounting for the issuance of the 2022 Notes, the Company separated the 2022 Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability, that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was determined by deducting the fair value of the liability component from the par value of the 2022 Notes as a whole. The excess of the principal amount of the liability component over its carrying amount, referred to as the debt discount, is amortized to interest expense from the issuance date to June 15, 2022 (the first date on which the Company may be required to repurchase the 2022 Notes at the option of the holder). The equity component is not re-measured as long as it continues to meet the conditions for equity classification. The equity component related to the 2022 Notes is $62.4 million, net of debt issuance costs and is recorded in additional paid-in capital on the accompanying condensed consolidated balance sheet.

In accounting for the transaction costs related to the issuance of the 2022 Notes, the Company allocated the total costs incurred to the liability and equity components of the 2022 Notes based on their relative values. Transaction costs attributable to the liability component are amortized to interest expense over the five and a half year term of the 2022 Notes, and transaction costs attributable to the equity component are netted with the equity components in stockholders' equity.

The 2022 Notes consist of the following (in thousands):

Liability component	As of June 30, 2017
Principal	$ 275,000
Less: Debt issuance costs, net (1)	(73,605)
Net carrying amount	$ 201,395

(1) Included in the accompanying consolidated balance sheets within convertible senior notes and amortized to interest expense over the expected life of the 2022 Notes using the effective interest rate method.

The fair value of the 2022 Notes was approximately $290 million as of June 30, 2017. The Company estimates the fair value of its 2022 Notes utilizing market quotations for debt that have quoted prices in active markets. Since the 2022 Notes do not trade on a daily basis in an active market, the fair value estimates are based on market observable

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inputs based on borrowing rates currently available for debt with similar terms and average maturities, which are classified as Level 2 measurements within the fair value hierarchy. See Note 7, "Fair Value Measurements," for definitions of hierarchy levels. As of June 30, 2017, the remaining contractual life of the 2022 Notes is approximately 5.5 years.

The following table sets forth total interest expense recognized related to the 2022 Notes (in thousands):

	Six Months Ended June 30, 2017
Contractual interest expense	$ 68
Amortization of debt discount	77
Total	$ 145
Effective interest rate of the liability component	10.0 %

Note 10. Commitments and Contingencies

Legal Matters

The Company may become subject to legal proceedings, claims and litigation arising in the ordinary course of its business. At June 30, 2017, the Company was party to the following legal proceedings:

On April 29, 2015, the Company filed a lawsuit against the Texas Medical Board (the ''TMB'') in the United States District Court for the Western District of Texas, Austin Division (the "District Court") alleging that the TMB's adoption on April 10, 2015 of an amendment to 22 T.A.C. 190.8(1)(L) that would require a prior in-person examination for a doctor validly to prescribe any controlled substance to a patient in Texas constitutes a violation, inter alia, of the Sherman Antitrust Act. The District Court held a hearing on May 22, 2015 on Teladoc's motion for preliminary injunction of the effectiveness of such amendment, which otherwise was scheduled to take effect on June 3, 2015. On May 29, 2015, the District Court issued the preliminary injunction requested by Teladoc and enjoined the effectiveness of such rule amendment pending trial. On July 30, 2015, the TMB filed a motion to dismiss the suit, and the District Court denied this motion on December 14, 2015. On January 8, 2016, the TMB provided notice of its intent to appeal the District Court's denial of its motion to dismiss to the U.S. Court of Appeals for the Fifth Circuit, which was filed on June 17, 2016 and voluntarily withdrawn by the TMB on October 17, 2016. On November 2, 2016, the District Court granted the parties' joint motion to stay the trial case through April 19, 2017. On April 10, 2017, the District Court granted the parties' joint motion to stay the trial case through September 1, 2017. Accordingly, no trial date has been set.

Business in the State of Texas accounted for approximately $8.5 million, or 10% and $15.1 million or 12% of the Company's consolidated revenue for the six months ended June 30, 2017 and for the year ended December 31, 2016, respectively. If the TMB's proposed rule amendments go into effect as written and Teladoc is unable to adapt its business model in compliance with the revised rules, its ability to operate its business in the State of Texas could be materially adversely affected, which would have a material adverse effect on its business, financial condition and results of operations.

Other than as stated the Company is not a party to any material legal proceeding, and it is not aware of any pending or threatened litigation that would have a material adverse effect on its business, results of operations, cash flows or financial condition should such litigation be resolved unfavorably.

The Company routinely assesses all of its litigation and threatened litigation as to the probability of ultimately incurring a liability and records its best estimate of the ultimate loss in situations where it assesses the likelihood of loss as probable and estimable. In this regard, the Company establishes accruals for various lawsuits, claims, investigations and proceedings when it is probable that an asset has been impaired or a liability incurred at the date of the financial statements and the loss can be reasonably estimated. At June 30, 2017, the Company has established accruals for certain of its lawsuits, claims, investigations and proceedings based upon estimates of the most likely outcome in a range of loss or the minimum amounts in a range of loss if no amount within a range is a more likely estimate. The Company does not believe that at June 30, 2017 any reasonably possible losses in excess of the amounts accrued would be material to the unaudited consolidated financial statements.

Note 11. Common Stock and Stockholders' Equity

Capitalization

On January 24, 2017, Teladoc closed on its Follow-On Offering in which the Company issued and sold 7,887,500 shares of common stock, including the exercise of an underwriter option to purchase additional shares, at an issuance price of $16.75 per share. The Company received net proceeds of $123.9 million after deducting underwriting discounts and commissions of $7.6 million as well as other offering expenses of $0.6 million.

Warrants

In July 2016, in conjunction with the debt refinancing of the Mezzanine Term Loan, the Company issued 798,694 common stock warrants to purchase an aggregate of 798,694 shares of its common stock at an exercise price of $13.50 per share to two entities affiliated with SVB. The common stock warrants were immediately exercisable upon issuance and had a 10-year term. The fair value of the common stock warrants on the date of issue was approximately $7.7 million.

On December 9, 2016, the Company issued an aggregate of 107,931 shares of common stock resulting from an SVB affiliate's cashless exercise of 399,347 of these warrants at an exercise price of $13.50 per share.

On January 31, 2017, the Company issued an aggregate of 138,903 shares of common stock resulting from an SVB affiliate's cashless exercise of the remaining 399,347 of these warrants at an exercise price of $13.50 per share.

The Company had no warrants outstanding as of June 30, 2017 and 399,347 warrants outstanding as of December 31, 2016.

Stock Plan and Stock Options

The Company's 2015 Incentive Award Plan (the "Plan") provides for the issuance of incentive and non-statutory options and other equity-based awards to its employees and non employees. Options issued under the Plan are exercisable for periods not to exceed ten years, and vest and contain such other terms and conditions as specified in the applicable award document. Prior to becoming a public enterprise, pursuant to the Company's Second Amended and Restated Stock Incentive Plan which is now retired, the Company historically issued incentive and non-statutory stock options with exercise prices equal to the fair value of the Company's common stock on the date of grant, as determined by the Company's board of directors informed by third-party valuations. Subsequent to becoming a public enterprise, options to buy common stock have been issued under the Plan, with exercise prices equal to the closing price of shares of the Company's common stock on the New York Stock Exchange on the trading day immediately preceding the date of award.

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Activity under the Plan is as follows (in thousands, except share and per share amounts and years):

	Shares Available for Grant	Number of Shares Outstanding	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life in Years	Aggregate Intrinsic Value
Balance at December 31, 2016	343,216	6,839,868	$ 11.70	8.64	$ 36,795
Increase in Plan authorized shares	3,676,722	—	$ —	—	$ —
Restricted Stock Units granted	(144,618)	—	$ —	—	$ —
Stock option grants	(2,979,721)	2,979,721	$ 22.52	—	$ —
Stock options exercised	—	(479,339)	$ 9.01	—	$ 8,810
Stock options forfeited	519,361	(519,361)	$ 16.25	—	$ 3,377
Balance at June 30, 2017	1,414,960	8,820,889	$ 15.24	8.65	$ 171,676
Vested or expected to vest June 30, 2017		8,820,889	$ 15.24	8.65	$ 171,676
Exercisable as of June 30, 2017		2,166,249	$ 8.13	7.33	$ 57,552

The total grant date fair value of stock options granted during the quarter and six months ended June 30, 2017 were $6.4 million and $36.3 million, respectively.

Stock Based Compensation

All stock based awards to employees are measured based on the grant date fair value of the awards and are generally recognized in the Company’s consolidated statement of operations over the period during which the employee is required to perform services in exchange for the award (generally requiring a four year vesting period for each award). The Company estimates the fair value of stock options granted using the Black Scholes option pricing model. Compensation cost is generally recognized over the vesting period of the applicable award using the straight line method.

Given the absence of a public trading market prior to July 2015, the Company’s board of directors considered numerous objective and subjective factors to determine the fair value of its common stock at each grant date. These factors included, but were not limited to, (i) contemporaneous valuations of common stock performed by unrelated third party specialists; (ii) the prices for the preferred stock sold to outside investors; (iii) the rights, preferences and privileges of the preferred stock relative to the common stock; (iv) the lack of marketability of the common stock; (v) developments in the business; and (vi) the likelihood of achieving a liquidity event, such as an IPO or a merger or acquisition of the Company, given prevailing market conditions.

The assumptions used in the Black Scholes option pricing model were determined as follows:

Volatility. Since the Company does not have a trading history prior to July 2015 for its common stock, the expected volatility was derived from the historical stock volatilities of several unrelated public companies within its industry that it considers to be comparable to its business combined with the Company's stock volatility over a period equivalent to the expected term of the stock option grants.

Risk Free Interest Rate. The risk free interest rate is based on U.S. Treasury zero coupon issues with terms similar to the expected term on the options.

Expected Term. The expected term represents the period that the stock based awards are expected to be outstanding. When establishing the expected term assumption, the Company utilized historical data.

Dividend Yield. The Company has never declared or paid any cash dividends and does not plan to pay cash dividends in the foreseeable future, and therefore, it used an expected dividend yield of zero.

Forfeiture rate. Prior to 2017, the Company used historical data to estimate pre   vesting option forfeitures and record stock based compensation expense only for those awards that are expected to vest. On January 1, 2017, the Company adopted ASU 2016-09 and elected to account for stock option forfeitures as they occur which resulted in a cumulative effect adjustment of $69,071 recorded to accumulated deficit and additional paid-in capital.

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The fair value of each option grant was estimated on the date of grant using the Black Scholes option pricing model with the following assumptions and fair value per share:

	Six Months Ended June 30, 2017	2016
Volatility	45.8% – 47.7%	44.7% – 46.0%
Expected life (in years)	6.1	6.0
Risk-free interest rate	1.81% - 2.30%	1.24% - 1.91%
Dividend yield	–	–
Weighted-average fair value of underlying common stock	$ 22.52	$ 5.71

For the quarter ended June 30, 2017 and 2016, the Company recorded compensation expense related to stock options granted of $4.3 million and $1.6 million, respectively, and $7.2 million and $2.9 million for the six months ended June 30, 2017 and 2016, respectively.

As of June 30, 2017, the Company had $54.7 million in unrecognized compensation cost related to non vested stock options, which is expected to be recognized over a weighted average period of approximately 3.3 years.

Restricted Stock Units

In May 2017, the Company commenced issuing Restricted Stock Units (“RSU’s”) to certain employees and Board members under the 2017 Employment Inducement Incentive Award Plan.

The fair value of the RSU’s is determined on the date of grant. On a monthly basis, the Company will record compensation expense in the income statement on a straight-line basis over the vesting period and will also record a corresponding credit to unearned compensation. The vesting period for employees and members of the Board of Directors is four years and one year, respectively.

Activity under the RSU’s is as follows (in thousands, except share and per share amounts and years):

	Shares	Weighted-Average Grant Date Fair Value Per Share

Outstanding at beginning of period	—	$	—
Granted	144,618	$	30.63
Outstanding at June 30, 2017	144,618	$	30.63
Vested and deferred at June 30, 2017	—	$	—
Non-vested at June 30, 2017	144,618	$	30.63

The total grant date fair value of RSU's granted during the quarter and six months ended June 30, 2017 was $4.4 million.

For both of the quarter and six months ended June 30, 2017, the Company recorded stock based compensation expense related to the RSU's of $0.1 million. There was no charge for the quarter and six months ended June 30, 2016.

Employee Stock Purchase Plan

In July 2015, the Company adopted the 2015 Employee Stock Purchase Plan, or ESPP, in connection with its initial public offering. A total of 458,024 shares of common stock were reserved for issuance under this plan. The Company's ESPP permits eligible employees to purchase common stock at a discount through payroll deductions during defined offering periods. Under the ESPP, the Company may specify offerings with durations of not more than 27 months, and may specify shorter purchase periods within each offering. Each offering will have one or more purchase dates on which shares of its common stock will be purchased for employees participating in the offering. An offering may be terminated under certain circumstances. The price at which the stock is purchased is equal to the lower of 85% of the fair market value of the common stock at the beginning of an offering period or on the date of purchase.

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On May 8, 2017, the Company issued 90,968 shares under the ESPP and the Company had not issued any shares under the ESPP as of December 31, 2016. 367,056 shares remained available for issuance as of June 30, 2017.

For the quarter and six months ended June 30, 2017, the Company recorded stock-based compensation expense related to the ESPP of $0.1 million and $0.3 million, respectively, based on offerings made under the plan to-date, and there was no charge for the quarter and six months ended June 30, 2016.

Total compensation costs charged as an expense for stock based awards, including stock options, RSU’s and ESPP, recognized in the components of operating expenses are as follows (in thousands):

	Quarters Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Administrative and marketing	$ 280	$ 115	$ 483	$ 217
Sales	847	228	1,601	438
Technology and development	747	266	1,196	475
General and administrative	2,691	1,025	4,382	1,792
Total stock-based compensation expense	$ 4,565	$ 1,634	$ 7,662	$ 2,922

Note 12. Income Taxes

As a result of the Company’s history of net operating losses, the Company has provided for a full valuation allowance against its deferred tax assets for assets that are not more-likely-than-not to be realized. Deferred tax provisions were recognized for the quarter ended and six months ended June 30, 2017 and 2016, primarily attributable to the timing differences with respect to the treatment of the amortization of tax deductible goodwill.

Substantially all of the Company’s operations, and resulting deferred tax assets, were generated in the United States.

Note 13. Subsequent Events

On July 13, 2017, the Company repaid all the outstanding amounts under both of the SVB Line of Credit Facility and Mezzanine Term Loan of $17.5 million and $25 million, respectively, including early termination and final deferred origination fees of $1.7 million.

On July 14, 2017, the Company acquired Best Doctors, a medical consultation company focused on improving health outcomes for the most complex, critical and costly medical issues. The purchase price was $440 million consisting of $375 million of cash and 1.9 million shares of Teladoc's common stock valued at approximately $65 million on July 14, 2017.

On July 14, 2017 and concurrent with the consummation of the Best Doctors acquisition, the Company entered into a $10.0 million senior secured revolving credit facility (the "New Revolving Credit Facility") and a $175.0 million senior secured term loan facility (the "New Term Loan Facility" and, together with the New Revolving Credit Facility, the "New Senior Secured Credit Facilities"). In addition to using the proceeds of the New Senior Secured Credit Facilities to consummate the Best Doctors acquisition, the Company used the proceeds for repayment of the SVB debt and may use a portion of the proceeds of the New Senior Secured Credit Facilities for working capital purposes or other general corporate purposes.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. All statements other than statements of historical fact are, or may be, forward-looking statements. These forward-looking statements are not historical facts, but rather are based on current expectations, estimate, assumptions and projections about our industry, business and future financial results. We use words such as “anticipates”, “believes”, “suggests”, “targets”, “projects”, “plans”, “expects”, “future” “estimates”, “predicts”, “potential”, “may”, “will”, “should”, “could”, “would”, “likely”, “foresee”, “forecast”, “continue” and words or phrases, as well as statements in the future tense to identify these forward-looking statements.

Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be different from any future results, performance and achievements expressed or implied by these statements. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of important factors, including those set forth below.

- ongoing legal challenges to or new state actions against our business model;

- our dependence on our relationships with affiliated professional entities;

- evolving government regulations and our ability to stay abreast of new or modified laws and regulations that currently apply or become applicable to our business;

- our ability to operate in the heavily regulated healthcare industry;

- our history of net losses and accumulated deficit;

- the impact of recent healthcare reform legislation and other changes in the healthcare industry;

- risk of the loss of any of our significant Clients;

- risks associated with a decrease in the number of individuals offered benefits by our Clients or the number of products and services to which they subscribe;

- our ability to establish and maintain strategic relationships with third parties;

- our ability to recruit and retain a network of qualified Providers;

- risk that the insurance we maintain may not fully cover all potential exposures;

- rapid technological change in the telehealth market;
- any statements of belief and any statements of assumptions underlying any of the foregoing;
- other factors disclosed in this Form 10-Q; and
- other factors beyond our control.

The foregoing list of factors is not exhaustive, and does not necessarily include all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. The information in this Quarterly Report should be read carefully in conjunction with other uncertainties and potential events described in our Form 10-K in the Annual Report for the year ended December 31, 2016 filed with the Securities and Exchange Commission (the “SEC”) and our other filings with the SEC. The forward-looking statements included in this Quarterly Report on Form 10-Q are made only as of the date of this Quarterly Report. Except as required by law or regulation, we do not undertake any obligation to update any forward-looking statements to reflect subsequent events or circumstances.

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Overview

We are the nation's first and largest telehealth platform, delivering on-demand healthcare anytime, anywhere, via mobile devices, the internet, video and phone. Our solution connects consumers, or our Members, with our over 3,000 board-certified physicians and behavioral health professionals who treat a wide range of conditions and cases from acute diagnoses such as upper respiratory infection, urinary tract infection and sinusitis to dermatological conditions, anxiety and smoking cessation. Over 20 million unique Members now benefit from access to Teladoc 24 hours a day, seven days a week, 365 days a year. Our solution is delivered with a median response time of less than ten minutes from the time a Member requests a telehealth visit to the time they speak with a Teladoc physician. We completed approximately 694,000 telehealth visits in the first six months of 2017 and approximately 952,000 telehealth visits for the full year of 2016. Membership increased by approximately 5.0 million members from June 30, 2016 through June 30, 2017.

The Teladoc solution is transforming the access, cost and quality dynamics of healthcare delivery for all of our market participants. Our Members rely on Teladoc to remotely access affordable, on-demand healthcare whenever and wherever they choose. Employers, health plans and consumers (our "Clients") purchase our solution to reduce their healthcare spending while at the same time offering convenient, affordable, high-quality healthcare to their employees or beneficiaries. Our network of physicians and other healthcare professionals (our "Providers") have the ability to generate meaningful income and deliver their services more efficiently with no administrative burden. We believe the value proposition of our solution is evidenced by our overall Member satisfaction rate, which has exceeded 90% over the last eight years. We further believe any consumer, employer or health plan or practitioner interested in a better approach to healthcare is a potential Teladoc Member, Client or Provider.

We generate revenue from our Clients on a contractually recurring, per-Member-per-month, subscription access fee basis, which provides us with significant revenue visibility. In addition, under the majority of our Client contracts, we generate additional revenue on a per-telehealth visit basis, through a visit fee. Subscription access fees are paid by our Clients on behalf of their employees, dependents, beneficiaries or themselves, while visit fees are paid by either Clients or Members. We generated $44.6 million and $26.5 million in revenue for the quarters ended June 30, 2017 and 2016, respectively, representing 68% year-over-year growth and $87.5 million and $53.4 million in revenue for the six months ended June 30, 2017 and 2016, respectively, representing 64% year-over-year growth. We had net losses of $15.4 million and $14.9 million for the quarters ended June 30, 2017 and 2016, respectively and $31.1 million and $30.2 million for the six months ended June 30, 2017 and 2016, respectively. For the quarter ended June 30, 2017, 84% and 16% of our revenue was derived from subscription access fees and visit fees, respectively and for the six months ended June 30, 2017, 82% and 18% of our revenue was derived from subscription access fees and visit fees, respectively. For the quarter ended June 30, 2016, 81% and 19% of our revenue was derived from subscription access fees and visit fees, respectively and for the six months ended June 30, 2016, 79% and 21% of our revenue was derived from subscription access fees and visit fees, respectively.

In January 2017, we successfully closed on our Follow-On Offering in which the Company issued and sold 7,887,500 shares of common stock, including the exercise of an underwriter option to purchase additional shares, at an issuance price of $16.75 per share. We received net proceeds of $123.9 million after deducting underwriting discounts and commissions of $7.6 million as well as other offering expenses of $0.6 million.

Acquisition History

We have scaled and intend to continue to scale our platform through the pursuit of selective acquisitions. We completed multiple acquisitions since our inception, which we believe have expanded our distribution capabilities and broadened our service offering.

On July 14, 2017, the Company acquired Best Doctors, the world's leading expert medical consultation company focused on improving health outcomes for the most complex, critical and costly medical issues. The purchase price was $440 million consisting of $375 million of cash and 1.9 million shares of Teladoc's common stock valued at approximately $65 million on July 14, 2017. The Company is in the process of assessing the associated purchase accounting which will be recorded in the Company's third quarter 2017 financial statements.

On July 1, 2016, we completed our acquisition of HY Holdings, Inc. d/b/a HealthiestYou Corporation, or HealthiestYou, for aggregate consideration of $151.5 million, comprised of $43.2 million of cash and $108.3 million of our common stock (or 6,955,796 shares), net of cash acquired. HealthiestYou is a telehealth consumer engagement

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technology platform for the small to mid-sized employer market. Solutions provided by HealthiestYou include 24/7 access to telephone and video conferencing with doctors as well as the convenience of procedure price comparisons, prescription medicine price comparisons, health plan information and benefits eligibility and location information for wellness service providers.

Key Factors Affecting Our Performance

Number of Members. Our revenue growth rate and long-term profitability are affected by our ability to increase our number of Members because we derive a substantial portion of our revenue from subscription access fees via Client contracts that provide Members access to our professional Provider network in exchange for a contractual based monthly fee. Revenue is driven primarily by the number of Clients, the number of Members in a Client’s population, the number of services contracted for by a Client and the contractually negotiated prices of our services and the negotiated pricing that is specific to that particular Client. We believe that increasing our membership is an integral objective that will provide us with the ability to continually innovate our services and support initiatives that will enhance Member experiences. Membership increased by approximately 5.0 million members from June 30, 2016 through June 30, 2017.

Number of Visits. We also realize revenue in connection with the completion of a visit for the majority of our contracts. Accordingly, our visit revenue, or visit fees, generally increase as the number of visits increase. Visit fee revenue is driven primarily by the number of Clients, the number of Members in a Client’s population, Member utilization of our Provider network services and the contractually negotiated prices of our services. We believe that increasing our current Member utilization rate is a key objective in order for our Clients to realize tangible healthcare savings with our service. Visits increased by approximately 110,000 for the quarter ended June 30, 2017 compared to the same period in 2016.

Seasonality. We typically experience the strongest increases in consecutive quarterly revenue during the fourth and first quarters of each year, which coincides with traditional annual benefit enrollment seasons. In particular, as a result of many Clients’ introduction of new services at the very end of the current year, or the start of each year, the majority of our new Client contracts have an effective date of January 1. Additionally, as a result of national seasonal cold and flu trends, we experience our highest level of visit fees during the first and fourth quarters of each year when compared to other quarters of the year. Conversely, the second quarter of the year has historically been the period of lowest utilization of our Provider network services relative to the other quarters of the year. See “Risk Factors—Risks Related to Our Business—Our quarterly results may fluctuate significantly, which could adversely impact the value of our common stock.” included in our Form 10-K for the year ended December 31, 2016 filed with the SEC.

Components of Results of Operations

Revenue

We generate our revenue from our Clients who purchase access to our professional Provider network for their employees, dependents and other beneficiaries. Our Client contracts include a per-Member-per-month subscription access fee as well as a visit fee for each completed visit, which is either paid to us by the Client, the Member or both parties. Accordingly, we generate subscription access revenue from our subscription access fees and visit revenue from our visit fees.

Subscription access revenue accounted for approximately 84% and 81% of our total revenue during the quarters ended June 30, 2017 and 2016, respectively and 82% and 79% of our total revenue during the six months ended June 30, 2017 and 2016, respectively. Subscription access revenue is driven primarily by the number of Clients, the number of Members in a Client’s population, the number of services contracted for by a Client and the contractually negotiated prices of our services. Visit fee revenue is driven primarily by the number of Clients, the number of Members in a Client's population, Member utilization of our professional Provider network services and the contractually negotiated prices of our services.

We recognize subscription access fees monthly when the following criteria are met: (i) there is an executed subscription agreement, (ii) the Member has access to the service, (iii) collection of the fees is reasonably assured and (iv) the amount of fees to be paid by the Client and Member is fixed and determinable. Our agreements generally have a term of one year. The majority of Clients renew their contracts with us following their first year of services. We generally invoice our Members in advance on a monthly basis. Visit fees are recognized as incurred and billed in arrears.

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Warranties and Indemnification

Our arrangements generally include certain provisions for indemnifying Clients against liabilities if there is a breach of a Client’s data or if our service infringes a third party’s intellectual property rights. To date, we have not incurred any material costs as a result of such indemnifications.

We have also agreed to indemnify our directors and executive officers for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred by any of these persons in any action or proceeding to which any of those persons is, or is threatened to be, made a party by reason of the person’s service as a director or officer, including any action by us, arising out of that person’s services as our director or officer or that person’s services provided to any other company or enterprise at our request. We maintain director and officer liability insurance coverage that would generally enable us to recover a portion of any future amounts paid. We may also be subject to indemnification obligations by law with respect to the actions of our employees under certain circumstances and in certain jurisdictions.

Concentrations of Risk and Significant Clients

Our financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, short-term marketable securities and accounts receivable. Although we deposit our cash with multiple financial institutions, our deposits, at times, may exceed federally insured limits. Our short-term marketable securities are comprised of a portfolio of diverse high credit rating instruments with maturity durations of 1 year or less.

During the quarters and six months ended June 30, 2017 and 2016, substantially all of our revenue was generated by Clients located in the United States. No Client represented over 10% of revenues for the quarters and six months ended June 30, 2017 and 2016.

One client represented 12% and 11% of accounts receivable at June 30, 2017 and December 31, 2016, respectively.

Cost of Revenue

Cost of revenue primarily consists of fees paid to our Providers, costs incurred in connection with our Provider network operations, which include employee-related expenses (including salaries and benefits), costs related to our Provider network operations center activities and insurance, which includes coverage for medical malpractice claims. Cost of revenue is driven primarily by the number of visits completed in each period. Many of the elements of the cost of revenue are relatively variable and semi-variable, and can be reduced in the near-term to offset any decline in our revenue. Our business and operational models are designed to be highly scalable and leverage variable costs to support revenue-generating activities. While we currently expect to continue to enhance our Provider network operations center as well as our sales and technology capabilities and support business growth, we believe our increased investment in automation and integration capabilities and economies of scale in our Provider network operations center operating model, will position us to grow our revenue at a greater rate than our cost of revenue.

Gross Profit

Our gross profit is our total revenue minus our total cost of revenue, and we also express our gross profit as a percentage of our total revenue. Our gross profit has been and will continue to be affected by a number of factors, including the fees we charge our Clients, the number of visits we complete the costs paid to Providers and the costs of our Provider network operations center. We expect our annual gross profit to remain relatively steady over the near term, although our quarterly gross profit is expected to fluctuate from period to period depending on the interplay of these aforementioned factors.

Advertising and Marketing Expenses

Advertising and marketing expenses consist primarily of personnel and related expenses for our marketing staff, including costs of digital advertisements, communications materials that are produced to generate greater awareness and utilization among our Clients and Members. Marketing costs also include third-party independent research, trade shows and brand messages, public relations costs and stock-based compensation for our advertising and marketing employees.

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Our advertising and marketing expenses exclude certain allocations of occupancy expense as well as depreciation and amortization.

We expect our advertising and marketing expenses to increase for the foreseeable future as we continue to increase the size of our advertising and marketing operations including member engagement activities and expand into new products and markets. Our advertising and marketing expenses will fluctuate as a percentage of our total revenue from period to period due to the seasonality of our total revenue and the timing and extent of our advertising campaigns and marketing expenses. We will continue to invest in advertising and marketing by promoting our brand through a variety of marketing and public relations activities.

Sales Expenses

Sales expenses consist primarily of employee-related expenses, including salaries, benefits, commissions, employment taxes, travel and stock-based compensation costs for our employees engaged in sales, account management and sales support. Our sales expenses exclude certain allocations of occupancy expense as well as depreciation and amortization. We expect our sales expenses to increase in the short-to-medium-term as we strategically invest to expand our business and to capture an increasing amount of our market opportunity.

Technology and Development Expenses

Technology and development expenses include personnel and related expenses for software engineering, information technology infrastructure, security and compliance and product development. Technology and development expenses also include outsourced software engineering services, the costs of operating our on-demand technology infrastructure and stock-based compensation for our technology and development employees. Our technology and development expenses exclude certain allocations of occupancy expense as well as depreciation and amortization.

We expect our technology and development expenses to increase for the foreseeable future as we continue to invest in the development of our technology platform. Our technology and development expenses may fluctuate as a percentage of our total revenue from period to period due to the seasonality of our total revenue and the timing and extent of our technology and development expenses. Historically, the majority of our technology and development costs have been expensed.

Legal and Regulatory Expenses

Legal and regulatory expenses include professional fees incurred. Our legal and regulatory expenses exclude certain allocations of personnel and related expenses, occupancy expense as well as depreciation and amortization.

Acquisition Related Costs

Acquisition related costs include legal, accounting, consultancy and certain non-recurring transaction costs related to mergers and acquisitions.

General and Administrative Expenses

General and administrative expenses include personnel and related expenses of, and professional fees incurred by our executive, finance, product development, business development, operations and human resources departments. They also include stock-based compensation and most of the facilities costs including utilities and facilities maintenance. Our general and administrative expenses exclude any allocation of depreciation and amortization.

We expect our general and administrative expenses to increase for the foreseeable future as we continue to grow our business. However, we expect our general and administrative expenses to decrease as a percentage of our total revenue over the next several years. Our general and administrative expenses may fluctuate as a percentage of our total revenue from period to period due to the seasonality of our total revenue and the timing and extent of our general and administrative expenses.

Depreciation and Amortization

Depreciation and amortization consists primarily of depreciation of fixed assets, amortization of capitalized software development costs and amortization of acquisition-related intangible assets.

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Interest Expense, Net

Interest expense, net consists of interest costs associated with our bank and other debt, net of interest earned on short-term marketable securities.

Income Tax Provision

We account for income taxes using the liability method, under which deferred tax assets and liabilities are determined based on the future tax consequences attributable to differences between the financial reporting carrying amounts of existing assets and liabilities and their respective tax bases and tax credit and NOLs. Deferred tax assets and liabilities are measured using the enacted tax rates that are expected to be in effect when the differences are expected to reverse. We assess the likelihood that deferred tax assets will be recovered from future taxable income, and a valuation allowance is established when necessary to reduce deferred tax assets to the amounts more likely than not expected to be realized. We have also recorded deferred tax liabilities arising principally from the difference between the treatment of goodwill between tax and financial accounting book purposes. We have provided a full valuation allowance for our deferred tax assets at June 30, 2017 and December 31, 2016, due to the uncertainty surrounding the future realization of such assets.

Consolidated Results of Operations

The following table sets forth our consolidated statement of operations data for the quarters and six months ended June 30, 2017 and 2016 and the dollar and percentage change between the respective periods:

	Quarters Ended June 30,					Six Months Ended June 30,				
	2017	2016				2017	2016			
	$	$	Variance	%(a)		$	$	Variance	%(a)	
evenue	$ 44,591	$ 26,488	$ 18,103	68	%	$ 87,489	$ 53,376	$ 34,113	64	%
ost of evenue	10,026	6,891	3,135	45	%	22,165	14,834	7,331	49	%
ross profit	34,565	19,597	14,968	76	%	65,324	38,542	26,782	69	%
perating xpenses:										
dvertising nd marketing	12,278	7,804	4,474	57	%	24,894	15,854	9,040	57	%
ales	7,324	5,860	1,464	25	%	15,312	11,130	4,182	38	%
echnology nd evelopment	7,537	4,829	2,708	56	%	14,049	10,054	3,995	40	%
egal	277	1,193	(916)	-77	%	620	2,315	(1,695)	-73	%
egulatory	987	772	215	28	%	1,994	1,620	374	23	%
cquisition elated costs	2,113	763	1,350	177	%	2,113	763	1,350	177	%

eneral and dministrative	15,873	11,280	4,593	41	%	30,361	22,917	7,444	32	%
epreciation nd mortization	2,668	1,558	1,110	71	%	5,275	3,066	2,209	72	%
oss from perations	(14,492)	(14,462)	(30)	0	%	(29,294)	(29,177)	(117)	0	%
iterest xpense, net	774	407	367	90	%	1,476	834	642	77	%
et loss before ixes	(15,266)	(14,869)	(397)	3	%	(30,770)	(30,011)	(759)	3	%
icome tax rovision	149	10	139	1336	%	299	172	127	74	%
et loss	$ (15,415)	$ (14,879)	$ (536)	4	%	$ (31,069)	$ (30,183)	$ (886)	3	%

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EBITDA and Adjusted EBITDA

The following table reconciles net loss to EBTIDA and Adjusted EBITDA for the quarters and six months ended June 30, 2017 and 2016:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net loss	$ (15,415)	$ (14,879)	$ (31,069)	$ (30,183)
Add:				
Interest expense, net	774	407	1,476	834
Income tax provision	149	10	299	172
Depreciation expense	696	490	1,354	936
Amortization expense	1,972	1,069	3,921	2,130
EBITDA(1)	(11,824)	(12,903)	(24,019)	(26,111)
Stock-based compensation	4,565	1,633	7,662	2,922
Acquisition related costs	2,113	763	2,113	763
Adjusted EBITDA(1)	$ (5,146)	$ (10,507)	$ (14,244)	$ (22,426)

(1) Non-GAAP Financial Measures:
To supplement our financial information presented in accordance with generally accepted accounting principles in the United States, or U.S. GAAP, we use EBITDA and Adjusted EBITDA, which are non-U.S. GAAP financial measures to clarify and enhance an understanding of past performance. We believe that the presentation of these financial measures enhances an investor’s understanding of our financial performance. We further believe that these financial measures are useful financial metrics to assess our operating performance from period-to-period by excluding certain items that we believe are not representative of our core business. We use certain financial measures for business planning purposes and in measuring our performance relative to that of our competitors. We utilize Adjusted EBITDA as the primary measure of our performance.

EBITDA consists of net loss before interest, taxes, depreciation and amortization. We believe that making such adjustment provides investors meaningful information to understand our results of operations and the ability to analyze financial and business trends on a period-to-period basis.

Adjusted EBITDA consists of net loss before interest, taxes, depreciation, amortization, stock-based compensation and acquisition related costs. We believe that making such adjustment provides investors meaningful information to understand our results of operations and the ability to analyze financial and business trends on a period-to-period basis.

We believe both financial measures are commonly used by investors to evaluate our performance and that of our competitors. However, our use of the term EBITDA and Adjusted EBITDA may vary from that of others in our industry. Neither EBITDA nor Adjusted EBITDA should be considered as an alternative to net loss before taxes, net loss, loss per share or any other performance measures derived in accordance with U.S. GAAP as measures of performance.

EBITDA and Adjusted EBITDA have important limitation as analytical tools and you should not consider them in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Some of these limitations are:

EBTIDA and Adjusted EBITDA:

- does not reflect the significant interest expense on our debt; and
- eliminates the impact of income taxes on our results of operations; and
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and both measures do not reflect any expenditures for such replacements; and
- does not reflect the significant transaction costs related to mergers and acquisitions; and

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- does not reflect the significant non cash stock compensation expense which should be viewed as a component of recurring operating costs; and
- other companies in our industry may calculate EBITDA and Adjusted EBITDA differently than we do, limiting the usefulness of EBITDA and Adjusted EBITDA as comparative measures.

We compensate for these limitations by using EBITDA and Adjusted EBITDA along with other comparative tools, together with U.S. GAAP measurements, to assist in the evaluation of operating performance. Such U.S. GAAP measurements include gross profit, net loss, net loss per share and other performance measures.

In evaluating these financial measures, you should be aware that in the future we may incur expenses similar to those eliminated in this presentation. Our presentation of EBITDA and Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or nonrecurring items.

Consolidated Results of Operations Discussion

We completed our acquisition of HealthiestYou on July 1, 2016. The results of operations of HealthiestYou have been included in our unaudited consolidated financial statements included in this Quarterly Report since completion of the acquisition.

Revenue. Total revenue was $44.6 million for the quarter ended June 30, 2017, compared to $26.5 million during the quarter ended June 30, 2016, an increase of $18.1 million, or 68%. Total revenue was $87.5 million for the six months ended June 30, 2017, compared to $53.4 million during the six months ended June 30, 2016, an increase of $34.1 million, or 64%. The increase in revenue for both periods was substantially driven by an increase in new Clients and the number of new Members generating additional subscription access fees in addition to the acquisition of HealthiestYou. The increase in subscription access fees was due to the addition of new Clients, as the number of Members increased by 33% from June 30, 2016 to June 30, 2017. We completed approximately 309,000 visits, representing $7.1 million of visit fees for the quarter ended June 30, 2017, compared to approximately 199,000 visits, representing $4.9 million of visit fees during the quarter ended June 30, 2016, an increase of $2.2 million, or 44%. We also completed approximately 694,000 visits, representing $15.7 million of visit fees for the six months ended June 30, 2017, compared to approximately 439,000 visits, representing $11.1 million of visit fees during the six months ended June 30, 2016, an increase of $4.6 million, or 41%.

Cost of Revenue. Cost of revenue was $10.0 million for the quarter ended June 30, 2017 compared to $6.9 million for the quarter ended June 30, 2016, an increase of $3.1 million, or 45%. Cost of revenue was $22.2 million for the six months ended June 30, 2017 compared to $14.8 million for the six months ended June 30, 2016, an increase of $7.4 million, or 49%. The increase in both periods was primarily due to increased telehealth visits resulting in increased provider fees and increased physician network operation center costs.

Gross Profit. Gross profit was $34.6 million, or 77% as a percentage of revenue, for the quarter ended June 30, 2017 compared to $19.6 million, or 74%, as a percentage of revenue, for the quarter ended June 30, 2016, an increase of $15.0 million, or 76%. Gross profit was $65.3 million, or 75% as a percentage of revenue, for the six months ended June 30, 2017 compared to $38.5 million, or 72%, as a percentage of revenue, for the six months ended June 30, 2016, an increase of $26.8 million, or 69%. The increase in both periods reflects the aforementioned revenue and cost of revenue growth.

Advertising and Marketing Expenses. Advertising and marketing expenses were $12.3 million for the quarter ended June 30, 2017 compared to $7.8 million for the quarter ended June 30, 2016, an increase of $4.5 million, or 57%. This increase primarily consisted of increased digital advertising, member engagement initiatives, sponsorship of professional organizations and trade shows of $3.7 million, increased staffing of $0.7 million and other expenses of $0.1 million. Advertising and marketing expenses were $24.9 million for the six months ended June 30, 2017 compared to $15.9 million for the six months ended June 30, 2016, an increase of $9.0 million, or 57%. This increase primarily consisted of increased digital advertising, member engagement initiatives, sponsorship of professional organizations and trade shows of $7.5 million, increased staffing of $1.2 million and other expenses of $0.3 million.

Sales Expenses. Sales expenses were $7.3 million for the quarter ended June 30, 2017 compared to $5.9 million for the quarter ended June 30, 2016, an increase of $1.4 million, or 25%. This increase primarily consisted of increased staffing and sales commissions of $1.4 million and an increase to other sales expenses of $0.1 million. Sales expenses were $15.3 million for the six months ended June 30, 2017 compared to $11.1 million for the six months ended

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June 30, 2016, an increase of $4.2 million, or 38%. This increase primarily consisted of increased staffing and sales commissions of $4.0 million and an increase to other sales expenses of $0.2 million.

Technology and Development Expenses. Technology and development expenses were $7.5 million for the quarter ended June 30, 2017 compared to $4.8 million for the quarter ended June 30, 2016, an increase of $2.7 million, or 56%. This increase resulted primarily from hiring additional personnel totaling $2.1 million and technology and development expense of $0.6 million. Technology and development expenses were $14.1 million for the six months ended June 30, 2017 compared to $10.1 million for the six months ended June 30, 2016, an increase of $4.0 million, or 40%. This increase resulted primarily from hiring additional personnel totaling $3.1 million and technology and development expense of $0.9 million.

Legal Expenses. Legal expenses were $0.3 million for the quarter ended June 30, 2017 compared to $1.2 million for the quarter ended June 30, 2016, a decrease of $0.9 million, or 77%. Legal expenses were $0.6 million for the six months ended June 30, 2017 compared to $2.3 million for the six months ended June 30, 2016, a decrease of $1.7 million, or 73%. The decrease in both periods resulted primarily from lower legal fees incurred in connection with the Company's legal actions in Texas.

Regulatory Expenses. Regulatory expenses were $1.0 million for the quarter ended June 30, 2017 compared to $0.8 million for the quarter ended June 30, 2016, an increase of $0.2 million, or 28%. Regulatory expenses were $2.0 million for the six months ended June 30, 2017 compared to $1.6 million for the six months ended June 30, 2016, an increase of $0.4 million, or 23%. This increase resulted primarily from the increased activities required in connection with the Company's legal efforts in Texas and certain other states.

Acquisition Related Costs. Acquisition related costs were $2.1 million for the quarter ended June 30, 2017 compared to $0.8 million for the quarter ended June 30, 2016, an increase of $1.3 million. Acquisition related costs were $2.1 million for the six months ended June 30, 2017 compared to $0.8 million for the six months ended June 30, 2016, an increase of $1.3 million. The increase for both 2017 periods resulted from activities incurred in connection with the July 2017 acquisition of Best Doctors.

General and Administrative Expenses. General and administrative expenses were $15.9 million for the quarter ended June 30, 2017 compared to $11.3 million for the quarter ended June 30, 2016, an increase of $4.6 million, or 41%. This increase was driven primarily by an increase in employee-related expenses of approximately $2.7 million resulting from growth in total employee headcount to 672 at June 30, 2017 as compared to 577 at June 30, 2016. Other expenses, which include office-related charges and bank charges, increased by $1.9 million for the quarter ended June 30, 2017 as compared to June 30, 2016, to support the growth of our business. General and administrative expenses were $30.4 million for the six months ended June 30, 2017 compared to $22.9 million for the six months ended June 30, 2016, an increase of $7.4 million, or 32%. This increase was driven primarily by an increase in employee-related expenses of approximately $4.9 million resulting from growth in total employee headcount to 672 at June 30, 2017 as compared to 577 at June 30, 2016. Other expenses, which include office-related charges and bank charges, increased by $2.5 million for the six months ended June 30, 2017 as compared to June 30, 2016 to support the growth of our business.

Depreciation and Amortization. Depreciation and amortization was $2.7 million for the quarter ended June 30, 2017 compared to $1.6 million for the quarter ended June 30, 2016, an increase of $1.1 million, or 71%. Depreciation and amortization was $5.3 million for the six months ended June 30, 2017 compared to $3.1 million for the six months ended June 30, 2016, an increase of $2.2 million, or 72%. The increase in both periods was due to additional amortization expenses primarily related to acquisition-related intangible assets that grew from $21.5 million at June 30, 2016 to $36.8 million at June 30, 2017 and an increase of depreciation expense on an increased base of depreciable fixed assets that grew from $9.1 million at June 30, 2016 to $13.0 million at June 30, 2017.

Interest Expense, Net. Interest expense, net consists of interest costs associated with our bank and other debt and interest income from short-term marketable securities. Interest expense, net was $0.8 million for the quarter ended June 30, 2017 compared to $0.4 million for the quarter ended June 30, 2016. Interest expense, net was $1.5 million for the six months ended June 30, 2017 compared to $0.8 million for the six months ended June 30, 2016. The increase in net interest expense in both periods reflects higher outstanding debt and costs associated with the July 2016 re-financing.

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Liquidity and Capital Resources

The following table presents a summary of our cash flow activity for the periods set forth below:

	Six Months Ended June 30,	
	2017	2016
Consolidated Statements of Cash Flows Data		
Net cash used in operating activities	$ (15,421)	$ (28,934)
Net cash (used in) provided by investing activities	(16,861)	24,125
Net cash provided by financing activities	391,491	5,524
Total	$ 359,209	$ 715

Since our inception, we have financed our operations primarily through public and private sales of equity securities, debt issuance and bank borrowings.

In June 2017, the Company issued, at par value, $275 million aggregate principal amount of 3% convertible senior notes due 2022. The 2022 Notes bear cash interest at a rate of 3% per year, payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2017. The 2022 Notes will mature on December 15, 2022. The net proceeds to the Company from the offering were $263.7 million after deducting the initial purchasers' discounts and commissions and the offering expenses payable by the Company.

In January 2017, we received $123.9 million of net cash proceeds associated with the issuance of 7,887,500 shares of common stock in conjunction with our Follow-On Offering, after deducting underwriting discounts and commissions of $7.6 million as well as other offering expenses of $0.6 million.

In July 2015, we received $163.1 million of net cash proceeds associated with the issuance of 9,487,500 shares of common stock in conjunction with our IPO, after deducting underwriting discounts and commissions of $12.6 million as well as other offering expenses of $4.5 million.

Our principal sources of liquidity are cash and cash equivalents totaling $409.2 million as of June 30, 2017. A portion of the cash and cash equivalents was utilized for the July 2017 acquisition of Best Doctors and the payments of SVB indebtedness and the remaining was for working capital purposes. Our cash and cash equivalents are comprised of money market funds and marketable securities.

Cash Used in Operating Activities

For the six months ended June 30, 2017, cash used in operating activities was $15.4 million. The negative cash flows resulted primarily from our net loss of $31.1 million, partially offset by depreciation and amortization of $5.3 million, allowance for doubtful accounts of $0.8 million, stock-based compensation of $7.7 million, deferred income tax of $0.3 million as well as the effect of changes in working capital and other balance sheet accounts resulting in cash outflows of approximately $1.6 million, all of which was used to support the growth of the business.

For the six months ended June 30, 2016, cash used in operating activities was $28.9 million. The negative cash flows resulted primarily from our net loss of $30.2 million, partially offset by depreciation and amortization of $3.1 million, allowance for doubtful accounts of $1.4 million, stock-based compensation of $2.9 million, deferred income tax of $0.2 million as well as the effect of changes in working capital and other balance sheet accounts resulting in cash outflows of approximately $6.3 million, all of which was used to support the growth of the business.

The decrease in cash used in operating activities was primarily the result of increased gross profit resulting from the growth in revenue offset by additional headcount, increased advertising and marketing expenses, costs incurred to improve and optimize our technology platform, increases in our provider network operations center and office-related charges to support the growth of our business.

Cash (Used in) Provided by Investing Activities

Cash used in investing activities was $16.9 million for the six months ended June 30, 2017. Cash used in investing activities consisted of purchases and maturities of short-term marketable securities of $15.3 million, net of sales as well as purchases of property and equipment totaling $1.3 million and investments in internally developed capitalized software of $0.3 million.

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Cash provided by investing activities was $24.1 million for the six months ended June 30, 2016. Cash provided by investing activities consisted of maturities and purchases of short-term marketable securities of $25.6 million, net of sales, offset by purchases of property and equipment totaling $0.8 million and investments in internally developed capitalized software of $0.7 million.

Cash Provided by Financing Activities

Cash provided by financing activities for the six months ended June 30, 2017 was $391.5 million. Cash provided by financing activities consisted of $263.7 million of net cash proceeds from the issuance of convertible senior notes, $123.9 million of net cash proceeds from our Follow-Up Offering in January 2017, $4.3 million of proceeds from the exercise of employee stock options, $1.3 million of proceeds from employee stock purchase plan and $0.3 million of tax withholding for options exercised, offset by the repayment of $2.0 million under the Amended and Restated Subordinated Promissory Note.

Cash provided by financing activities for the six months ended June 30, 2016 was $5.5 million. Cash provided by financing activities consisted of proceeds from the exercise of employee stock options of $0.6 million and $5.5 million borrowed under the Revolving Advance Facility, offset by the repayment of $0.6 million under the Amended Term Loan Facility.

Looking Forward

As a result of our January 2017 Follow-On Offering, we received $123.9 million of net cash proceeds. Additionally in June 2017, we issued Convertible Senior Notes with net proceeds of $263.7 million and in July 2017, we entered into New Senior Secured Credit Facilities with net proceeds of $166.8 million. In July 2017, we acquired Best Doctors for approximately $375 million in cash and we paid down the entire SVB Facilities plus other deal related costs amounting to approximately $60 million. We expect cash and cash equivalents to over $150 million at July 31, 2017. Currently, we anticipate negative Adjusted EBITDA results for 2017.

We believe that our existing cash and cash equivalents will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months. Our future capital requirements will depend on many factors including our growth rate, contract renewal activity, number of visits, the timing and extent of spending to support product development efforts, our expansion of sales and marketing activities, the introduction of new and enhanced service offerings and the continuing market acceptance of telehealth. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies and intellectual property rights. We may be required to seek additional equity or debt financing. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, financial condition and results of operations would be adversely affected.

2016 Shelf Registration Statement

We filed a shelf registration statement on Form S-3 under the Securities Act on September 30, 2016, which was declared effective October 5, 2016, the " 2016 Shelf". Under the 2016 Shelf at the time of effectiveness, we had the ability to raise up to $300 million by selling common stock in addition to 2,000,000 shares of common stock eligible for resale by certain existing shareholders.

In January 2017, we successfully closed on our Follow-On Offering in which the Company issued and sold 7,885,500 shares of common stock, including the exercise of an underwriter option to purchase additional shares and 1,600,000 shares offered by certain stockholders of the Company, at an issuance price of $16.75 per share. We received net proceeds of $123.9 million after deducting underwriting discounts and commissions of $7.6 million as well as other offering expenses of $0.6 million.

Indebtedness

In June 2017, the Company issued, at par value, $275 million aggregate principal amount of 3% convertible senior notes due 2022 (the "2022 Notes"). The 2022 Notes bear cash interest at a rate of 3% per year, payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2017. The 2022 Notes will mature on December 15, 2022. The net proceeds to the Company from the offering were $263.7 million after deducting offering costs of approximately $11.3 million.

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The 2022 Notes are senior unsecured obligations of the Company and rank senior in right of payment to the Company’s indebtedness that is expressly subordinated in right of payment to the 2022 Notes; equal in right of payment to the Company’s liabilities that is not so subordinated; effectively junior in right of payment to any of the Company’s secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities incurred by the Company’s subsidiaries.

Holders may convert all or any portion of their 2022 Notes in integral multiples of $1,000 principal amount, at their option, at any time prior to the close of business on the business day immediately preceding June 15, 2022 only under the following circumstances:

•during any calendar quarter commencing after the calendar quarter ending on September 30, 2017 (and only during such calendar quarter), if the last reported sale price of the shares of the Company’s common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;

•during the five business day period after any ten consecutive trading day period (the ‘‘measurement period’’) in which the trading price (as defined in the 2022 Notes Indenture) per $1,000 principal amount of 2022 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company’s common stock and the conversion rate on each such trading day;

•upon the occurrence of specified corporate events described under the 2022 Notes Indenture; or

•if the Company calls the 2022 Notes for redemption, at any time until the close of business on the second business day immediately preceding the redemption date as described under the 2022 Notes Indenture.

•on or after June 15, 2022, until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their 2022 Notes, in integral multiples of $1,000 principal amount, at the option of the holder regardless of the foregoing circumstances.

The conversion rate for the 2022 Notes was initially, and remains, 22.7247 shares of the Company’s common stock per $1,000 principal amount of the 2022 Notes, which is equivalent to an initial conversion price of approximately $44.00 per share of the Company’s common stock. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of the Company’s common stock or a combination thereof, at the Company’s election. If the Company elects (or are deemed to have elected) to satisfy the conversion obligation solely in cash or through payment and delivery, as the case may be, of a combination of cash and shares of the Company’s common stock, the amount of cash and shares of the Company’s common stock, if any, due upon conversion will be based on a daily conversion value calculated on a proportionate basis for each trading day in a 25 trading day observation period (as defined in the 2022 Notes Indenture).

The Company may redeem for cash all or any portion of the 2022 Notes, at its option, on or after December 22, 2020 if the last reported sale price of its common stock exceeds 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading days ending on, and including the trading day immediately preceding the date on which the Company provides notice of the redemption. The redemption price will be the principal amount of the 2022 Notes to be redeemed, plus accrued and unpaid interest, if any. In addition, calling any 2022 Note for redemption on or after December 22, 2020 will constitute a make-whole fundamental change with respect to that 2022 Note, in which case the conversion rate applicable to the conversion of that Note, if it is converted in connection with the redemption, will be increased in certain circumstances as described in the 2022 Notes Indenture.

In accounting for the issuance of the 2022 Notes, the Company separated the 2022 Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was determined by deducting the fair value of the liability component from the par value of the 2022 Notes as a whole. The excess of the principal amount of the liability component over its carrying amount, referred to as the debt discount, is amortized to interest expense over the five-year term of the 2022 Notes. The equity component is not re-measured as long as it continues to meet the conditions for equity classification. The equity component related to the 2022 Notes is $62.4 million, net of debt issuance costs and is recorded in additional paid-in

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capital on the accompanying condensed consolidated balance sheet. 8.1 million shares of common stock are reserved for the 2022 Notes.

The fair value of the 2022 Notes was approximately $290 million as of June 30, 2017. The Company estimates the fair value of its 2022 Notes utilizing market quotations for debt that have quoted prices in active markets. Since the 2022 Notes do not trade on a daily basis in an active market, the fair value estimates are based on market observable inputs based on borrowing rates currently available for debt with similar terms and average maturities, which are classified as Level 2 measurements within the fair value hierarchy. See Note 7, "Fair Value Measurements," for definitions of hierarchy levels. As of June 30, 2017, the remaining contractual life of the 2022 Notes is approximately 5.5 years.

In July 2016, the Company entered into an Amended and Restated Loan and Security Agreement with SVB, that provided for a $25 million Mezzanine Term Loan and a $25 million Line of Credit Facility. The Mezzanine Term Loan carries interest at a rate of 6.25% above the WSJ Prime Rate with a WSJ Prime Rate floor of 3.75% and matures in July 2019. Interest payments are payable monthly in arrears. The Company incurred a $250,000 loan origination fee and will be liable for a final payment fee of $750,000 payable at maturity or upon prepayment of the Mezzanine Term Loan. In connection with entry into the Mezzanine Term Loan, the Company granted two affiliates of SVB warrants to purchase an aggregate of 798,694 shares of common stock of the Company at an exercise price of $13.50 per share. The warrants are immediately exercisable and have a 10-year term. The fair value of the common stock warrants on the date of issue was approximately $7.7 million. The Company also granted SVB a security interest in significantly all of the Company's assets. The Mezzanine Term Loan has been used to fund the expansion of the Company's business.

The amended Line of Credit Facility provides for borrowings up to $25 million based on 300% of the Company's monthly recurring revenue, as defined. In addition, there is an additional $25 million Uncommitted Incremental Facility permitted under the Line of Credit Facility. The Line of Credit Facility carries interest at a rate of 0.50% above the WSJ Prime Rate and matures in July 2019. The Company incurred an initial $75,000 loan origination fee and is responsible for additional $75,000 in annual fees on the anniversary of the Line of Credit Facility. The Company will also be liable for a $50,000 loan arrangement fee if and when the Company utilizes the Uncommitted Incremental Facility.

The Company determined that the original Amended Term Loan Facility and Revolving Advance Facility were modified as part of the refinancing and as a result, less than $0.1 million of previous deferred loan costs will continue to be amortized to interest expense through July 2019.

On July 14, 2017 and concurrent with the consummation of the Best Doctors acquisition, the Company entered into New Senior Secured Credit Facilities with a $10.0 million New Revolving Credit Facility and a $175.0 million New Term Loan Facility.

Effective with the purchase of AmeriDoc in 2014, the Company executed a Subordinated Promissory Note in the amount of $3.5 million payable to the seller of AmeriDoc on April 30, 2015. The Subordinated Promissory Note carried interest at a rate of 10.00% annual interest and is subordinated to the SVB Facilities. In March 2015, the Company, the seller of AmeriDoc and SVB executed an Amended and Restated Subordinated Promissory Note that extended the maturity of the Amended and Restated Subordinated Promissory Note to April 30, 2017. In November 2015, the Company executed the Second Amended and Restated Subordinated Promissory Note with a revised annual interest rate of 7% commencing on January 1, 2016 and extended the maturity of the Second Amended and Restated Subordinated Promissory Note to April 30, 2018 with a seller put option effective on April 30, 2017. The Company repaid $1.0 million during 2016 and the remaining outstanding amount of $2.0 million was paid during the first quarter of 2017.

The Company was in compliance with all debt covenants at June 30, 2017 and December 31, 2016.

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Contractual Obligations and Commitments

The following summarizes our contractual obligations as of June 30, 2017:

	Payment Due by Period				
	Total	Less than 1 Year	1 to 3 Years	4 to 5 Years	More than 5 Years
Operating leases	$ 12,768	$ 2,314	$ 3,382	$ 3,188	$ 3,884
Obligations under SVB Facilities	42,490	—	42,490	—	—
Interest associated with SVB Facilities	7,016	3,456	3,560	—	—
Total	$ 62,274	$ 5,770	$ 49,432	$ 3,188	$ 3,884

Our existing office and hosting co-location facilities lease agreements provide us with the option to renew and generally provide for rental payments on a graduated basis. Our future operating lease obligations would change if we entered into additional operating lease agreements as we expand our operations and if we exercised the office and hosting co-location facilities lease options. The contractual commitment amounts in the table above are associated with agreements that are enforceable and legally binding and that specify all significant terms, including fixed or minimum services to be used, fixed, minimum or variable price provisions and the approximate timing of the transaction. Obligations under contracts that we can cancel without a significant penalty are not included in the table above.

Off-Balance Sheet Arrangements

During the periods presented, we did not have, nor do we currently have, any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. We are therefore not exposed to the financing, liquidity, market or credit risk that could arise if we had engaged in those types of relationships.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We have floating rate debt with our Term Loan facility and Revolving Advance facility, and cash equivalents that are subject to interest rate volatility, which is our principal market risk. A 25 basis point change in the weighted average interest rate relating to the Term Loan facility and Revolving Advance facility as of June 30, 2017, which are subject to variable interest rates based on the prime rate, would yield a change of approximately $106,000 in annual interest expense. We do not expect cash flows to be affected to any significant degree by a sudden change in market interest rates.

Item 4. Controls and Procedures

Management's Report on Internal Control over Financial Reporting

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of June 30, 2017.

No changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to legal proceedings, claims and litigation arising in the ordinary course of our business.

On April 29, 2015, the Company filed a lawsuit against the Texas Medical Board, or the TMB, in the United States District Court for the Western District of Texas, Austin Division, which we refer to as the District Court, alleging that the TMB's adoption on April 10, 2015 of an amendment to 22 T.A.C. 190.8(1)(L) that would require a prior in-person examination for a doctor validly to prescribe any controlled substance to a patient in Texas constitutes a violation, inter alia, of the Sherman Antitrust Act. The District Court held a hearing on May 22, 2015 on Teladoc's motion for preliminary injunction of the effectiveness of such amendments, which otherwise was scheduled to take effect on June 3, 2015. On May 29, 2015, the District Court issued the preliminary injunction requested by Teladoc and enjoined the effectiveness of such rule amendment pending trial. On July 30, 2015, the TMB filed a motion to dismiss the suit, and the District Court denied this motion on December 14, 2015. On January 8, 2016, the TMB provided notice of its intent to appeal the District Court's denial of its motion to dismiss to the U.S. Court of Appeals for the Fifth Circuit, which was filed on June 17, 2016 and voluntarily withdrawn by the TMB on October 17, 2016. On November 2, 2016, the District Court granted the parties' joint motion to stay the trial case through April 19, 2017. On April 10, 2017, the District Court granted the parties' joint motion to stay the trial case through September 1, 2017. Accordingly, no trial date has been set.

Business in the State of Texas accounted for approximately $8.5 million, or 10% and $15.1 million, or 12%, of the Company's consolidated revenue for the six months ended June 30, 2017 and during the year ended December 31, 2016, respectively. If the TMB's revisions go into effect as written and Teladoc is unable to adapt its business model in compliance with the TMB rule, its ability to operate its business in the State of Texas could be materially adversely affected, which would have a material adverse effect on its business, financial condition and results of operations.

Item 1A. Risk Factors

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in the "Special Note Regarding Forward-Looking Statements" section in Part I, Item 2, of this Quarterly Report on Form 10-Q.

Our business faces significant risks and uncertainties. Certain important factors may have a material adverse effect on our business prospects, financial condition and results of operations, and you should carefully consider them. Accordingly, in evaluating our business, we encourage you to consider the following discussion of risk factors, in its entirety, in addition to other information contained in or incorporated by reference into this Quarterly Report on Form 10-Q and our other public filings with the SEC. Other events that we do not currently anticipate or that we currently deem immaterial may also affect our business, prospects, financial condition and results of operations.

Item 6. Exhibits and Reports on Form 8-K

A list of exhibits is set forth on the Exhibit Index immediately following the signature page of this Form 10-Q, and is incorporated herein by reference.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	TELADOC, INC.	
Date: August 2, 2017	By:	/s/ JASON GOREVIC
	Name:	Jason Gorevic
	Title:	President and Chief Executive Officer
Date: August 2, 2017	By:	/s/ MARK HIRSCHHORN
	Name:	Mark Hirschhorn
	Title:	Executive Vice President, Chief Operating Officer and Chief Financial Officer

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Exhibit

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	Incorporated by Refere	
	Form	File No.
ger, dated as of June 29, 2016, by and among Teladoc, Inc., Copper Acquisition Sub One, Inc., Copper , HY Holdings, Inc. and Frontier Fund IV, L.P., as stockholder representative.	8-K	001-37477
erger, dated as of June 19, 2017, by and among Teladoc, Inc., Barolo Acquisition Corp., Best Doctors r Representative Services LLC, as stockholder representative, BBH Capital Partners IV, L.P. and BBH P.	8-K	001-37477
and Plan of Merger, dated as of July 14, 2017, by and among Teladoc, Inc., Best Doctors Holdings, Inc. and e Services LLC, as stockholder representative	8-K	001-37477
ted Certificate of Incorporation of Teladoc, Inc.	8-K	001-37477
tated Bylaws of Teladoc, Inc.	8-K	001-37477
evidencing shares of the common stock.	S-1/A	333-204577
e 27, 2017, by and between Teladoc, Inc. and Wilmington Trust, National Association.	8-K	001-37477
Senior Note due 2022, dated as of June 27, 2017.	8-K	001-37477
Agreement.	S-1/A	333-204577
ve Award Plan (as amended and restated effective May 25, 2017).	8-K	001-37477
eement under the Teladoc, Inc. 2015 Incentive Award Plan.	S-1/A	333-204577
Agreement under the Teladoc, Inc. 2015 Incentive Award Plan.	S-1/A	333-204577
Unit Agreement under the Teladoc, Inc. 2015 Incentive Award Plan.	S-1/A	333-204577
yee Stock Purchase Plan.	S-1/A	333-204577

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loyee Director Compensation Program.	10-Q	001-37
Executive Employment Agreement, dated June 16, 2015, by and between Teladoc, Inc. and Jason Gorevic.	S-1/A	333-20
Executive Employment Agreement, dated June 16, 2015, by and between Teladoc, Inc. and Mark Hirschhorn.	S-1/A	333-20
Executive Employment Agreement, dated June 16, 2015, by and between Teladoc, Inc. and Michael King.	S-1/A	333-20
ed and Restated Executive Employment Agreement, by and between Teladoc, Inc. and Mark Hirschhorn	8-K	001-37
ucement Award Plan	S-8	333-21
Agreement under the Teladoc, Inc. 2017 Inducement Award Plan	10-K	001-37
ck Agreement under the Teladoc, Inc. 2017 Inducement Award Plan	10-K	001-37
ck Unit Agreement under the Teladoc, Inc. 2017 Inducement Award Plan	10-K	001-37
er, dated June 20, 2017, by and among Teladoc, Inc., Jefferies Group LLC and Jefferies Finance LLC.	8-K	001-37
ed as of July 14, 2017, by and among Teladoc, Inc., as Borrower, the Lenders from time to time party thereto, Jefferies nistrative Agent and Collateral Agent, and Jefferies Finance LLC, as Sole Lead Arranger and Bookrunner.	8-K	001-37
istrant.	S-1/A	333-20
r—Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted 2 of the Sarbanes-Oxley Act of 2002.		
r—Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted 2 of the Sarbanes-Oxley Act of 2002.		
r—Certification pursuant to Rule13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. ed pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.		

32.2	Chief Financial Officer—Certification pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	**
101.INS	XBRL Instance Document.	*
101.SCH	XBRL Taxonomy Extension Schema Document.	*
101.CAL	XBRL Taxonomy Calculation Linkbase Document.	*
101.DEF	XBRL Definition Linkbase Document.	*
101.LAB	XBRL Taxonomy Label Linkbase Document.	*
101.PRE	XBRL Taxonomy Presentation Linkbase Document.	*

* Filed herewith.

** Furnished herewith.