

HIRSCHHORN MARK
Form 4
October 19, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HIRSCHHORN MARK

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2018

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

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

PURCHASE, NY 10577

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/17/2018		M		1,001 A \$ 1.67	1,001	D
Common Stock	10/17/2018		M		684 A \$ 6.01	1,685	D
Common Stock	10/17/2018		M		2,284 A \$ 6.01	3,969	D
Common Stock	10/17/2018		M		3,082 A \$ 12.21	7,051	D
Common Stock	10/17/2018		M		833 A \$ 18.98	7,884	D

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Common Stock 10/17/2018 M 2,116 A \$ 22.3 10,000 D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.67	10/17/2018		M	1,001	<u>(1)</u> 12/11/2023	Common Stock	1,001
Employee Stock Option (right to buy)	\$ 6.01	10/17/2018		M	684	<u>(2)</u> 09/10/2024	Common Stock	684
Employee Stock Option (right to buy)	\$ 6.01	10/17/2018		M	2,284	<u>(3)</u> 12/22/2024	Common Stock	2,284
Employee Stock Option (right to buy)	\$ 12.21	10/17/2018		M	3,082	<u>(4)</u> 03/07/2026	Common Stock	3,082
Employee Stock Option (right to	\$ 18.98	10/17/2018		M	833	<u>(5)</u> 09/16/2026	Common Stock	833

buy)
 Employee
 Stock
 Option \$ 22.3 10/17/2018 M 2,116 (6) 03/03/2027 Common Stock 2,116
 (right to
 buy)

Reporting Owners

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

Signatures

/s/ Adam C. Vandervoort, 10/19/2018
 attorney-in-fact

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option vests as to 25% of the shares on December 11, 2014. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (2) The option vests as to 25% of the shares on September 10, 2015. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (3) The option vests as to 25% of the shares on December 22, 2015. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (4) The option vests as to 25% of the shares on March 7, 2017. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (5) The option vests as to 25% of the shares on September 16, 2017. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (6) The option vests as to 25% of the shares on March 3, 2018. The remainder of the shares vest in 36 equal monthly installments thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.