

GOREVIC JASON N
Form 4
December 21, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
GOREVIC JASON N

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Street)
PURCHASE, NY 10577

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

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

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/19/2018 | | M | | 30,000 A \$ 1.07 | 536,184 | D |
| Common Stock | 12/19/2018 | | S | | 30,000 (1) D 49.55 (2) | 506,184 | D |
| Common Stock | 12/20/2018 | | M | | 31,870 A \$ 1.07 | 538,054 | D |
| Common Stock | 12/20/2018 | | M | | 22,401 A \$ 1.67 | 560,455 | D |
| | 12/20/2018 | | M | | 9,988 A \$ 1.67 | 570,443 | D |

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Common
Stock

Common Stock 12/20/2018 M 33,276 A \$ 6.01 603,719 D

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 1.07 | 12/19/2018 | | M | 30,000 | <u>(3)</u> 04/16/2022 | Common Stock | 30,000 | |
| Employee Stock Option (right to buy) | \$ 1.07 | 12/20/2018 | | M | 31,870 | <u>(3)</u> 04/16/2022 | Common Stock | 31,870 | |
| Employee Stock Option (right to buy) | \$ 1.67 | 12/20/2018 | | M | 22,401 | <u>(4)</u> 12/11/2023 | Common Stock | 22,401 | |
| Employee Stock Option (right to buy) | \$ 1.67 | 12/20/2018 | | M | 9,988 | <u>(5)</u> 12/11/2023 | Common Stock | 9,988 | |
| Employee Stock Option | \$ 6.01 | 12/20/2018 | | M | 33,276 | <u>(6)</u> 12/22/2024 | Common Stock | 33,276 | |

(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOREVIC JASON N C/O TELADOC HEALTH, INC., 2 MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577 | X | | Chief Executive Officer | |

Signatures

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

12/21/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan that was adopted by the reporting person on March 8, 2018.
Represents the weighted average price of transactions ranging from \$49.26 to \$50.24. The reporting person undertakes to provide, upon request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) The option vested as to 25% of the shares on April 16, 2013 and became fully vested on April 16, 2016.
 - (4) The option vested as to 25% of the shares on January 1, 2015 The remainder of the shares vested or will vest in 30 equal monthly installments thereafter.
 - (5) The option vested as to 25% of the shares on January 1, 2016. The remainder of the shares vested or will vest in 36 equal monthly installments thereafter.
 - (6) The option vested as to 25% of the shares on December 22, 2015. The remainder of the shares vested or will 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.