GOREVIC JASON N
Form 4
December 21, 2018

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOREVIC JASON N

(Last) (First) (Middle)

C/O TELADOC HEALTH, INC.,, 2 MANHATTANVILLE ROAD, SUITE 203

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	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	

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)	
				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	(3)	04/16/2022	Common Stock	30,000
Employee Stock Option (right to buy)	$ 1.07	12/20/2018		M			31,870	(3)	04/16/2022	Common Stock	31,870
Employee Stock Option (right to buy)	$ 1.67	12/20/2018		M			22,401	(4)	12/11/2023	Common Stock	22,401
Employee Stock Option (right to buy)	$ 1.67	12/20/2018		M			9,988	(5)	12/11/2023	Common Stock	9,988
Employee Stock Option	$ 6.01	12/20/2018		M			33,276	(6)	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.

(2) 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.
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