

MCCLENNEN PETER A

Form 4

March 06, 2019

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

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

**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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCLENNEN PETER A

(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)

03/04/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President

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)
Common Stock	03/04/2019		M	8,283 A	8,283	D	
Common Stock	03/04/2019		A	8,697 A	16,980	D	
Common Stock	03/04/2019		F	7,310 (2) D	\$ 67.55 9,670	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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
Restricted Stock Units	(1)	03/04/2019		M	8,283	(3) (3)	Common Stock 8,283
Restricted Stock Units	(4)	03/04/2019		A	22,206	(5) (5)	Common Stock 22,206
Restricted Stock Units	(4)	03/04/2019		A	17,395	(6) (6)	Common Stock 17,395

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLENNEN PETER A C/O TELADOC HEALTH, INC. 2 MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577			President	

Signatures

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

03/06/2019

__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) Restricted stock units convert to shares of TDOC common stock on a one-for-one basis.
- (2) Shares sold to cover the issuer's withholding obligation in respect of reporting person's award.
- (3) On March 1, 2018, the reporting person was granted 24,849 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

Edgar Filing: MCCLENNEN PETER A - Form 4

- (4) Each restricted stock unit represents a contingent right to receive one share of TDOC common stock.
- (5) The restricted stock unit vests in three equal annual installments beginning March 4, 2020.
- (6) The restricted stock unit vests in two equal annual installments beginning March 1, 2020.

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.