

GOREVIC JASON N
Form 4
March 06, 2019

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 *
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)
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
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Common Stock	03/04/2019		M		13,281 A <u>1</u>	617,000	D
Common Stock	03/04/2019		A		13,944 A <u>1</u>	630,944	D
Common Stock	03/04/2019		F		13,060 <u>(2)</u> D \$ 67.55	617,884	D
Common Stock	03/06/2019		M		12,500 A <u>1</u>	630,384	D
Common Stock	03/06/2019		F		6,192 <u>(2)</u> D \$ 60.62	624,192	D

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Restricted Stock Units	(1)	03/04/2019		M	13,281	(3) (3)	Common Stock 13,281
Restricted Stock Units	(4)	03/04/2019		A	50,333	(5) (5)	Common Stock 50,333
Restricted Stock Units	(1)	03/06/2019		M	12,500	(6) (6)	Common Stock 12,500
Restricted Stock Units	(4)	03/04/2019		A	27,890	(7) (7)	Common Stock 27,890

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 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 39,842 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (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) On May 25, 2017, the reporting person was granted 50,000 restricted stock units, vesting in four equal annual installments beginning on March 3, 2018.
- (7) 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.

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