

Teladoc, Inc.  
Form 4  
July 09, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CHP III LP**

(Last) (First) (Middle)

**C/O CARDINAL PARTNERS,, 230  
NASSAU STREET**

(Street)

**PRINCETON, NJ 08542**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/07/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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                    | 07/07/2015                           |  | C                              |   | 2,641,986 | A          | <u>(2)</u> 2,641,986  | I  | See Footnote <u>(1)</u>                               |
| Common Stock                    | 07/07/2015                           |  | C                              |   | 819,852   | A          | <u>(3)</u> 819,852  | I  | See Footnote <u>(1)</u>                               |
| Common Stock                    | 07/07/2015                           |  | C                              |   | 1,089,666 | A          | <u>(4)</u> 1,089,666  | I  | See Footnote <u>(1)</u>                               |
| Common Stock                    | 07/07/2015                           |  | C                              |   | 428,964   | A          | <u>(5)</u> 428,964  | I  | See Footnote  |

(1)

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 displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount or<br>Number of<br>Shares                           |
| Series<br>C-1<br>Preferred<br>Stock                 | (2)  | 07/07/2015                              |   | C                                    | 6,039,316  | (2) (2)  | Common<br>Stock 2,641,98  |
| Series D<br>Preferred<br>Stock                      | (3)  | 07/07/2015                              |   | C                                    | 1,874,100  | (3) (3)  | Common<br>Stock 819,852   |
| Series E<br>Preferred<br>Stock                      | (4)  | 07/07/2015                              |   | C                                    | 2,490,867  | (4) (4)  | Common<br>Stock 1,089,66  |
| Series F<br>Preferred<br>Stock                      | (5)  | 07/07/2015                              |   | C                                    | 980,568  | (5) (5)  | Common<br>Stock 428,964   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CHP III LP<br>C/O CARDINAL PARTNERS,<br>230 NASSAU STREET<br>PRINCETON, NJ 08542                |               | X         |         |       |
| CHP III Management, L.L.C.<br>C/O CARDINAL PARTNERS<br>230 NASSAU STREET<br>PRINCETON, NJ 08542 |               | X         |         |       |

## Signatures

/s/ Brandon H. Hull, Managing Member of CHP III Management, L.L.C., the General Partner of CHP III, L.P.

07/09/2015

\_\_Signature of Reporting Person

Date

/s/ Brandon H. Hull, Managing Member of CHP III Management, L.L.C.

07/09/2015

\_\_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).

CHP III Management, L.L.C. is the sole General Partner of CHP III, L.P. John K. Clarke, Brandon H. Hull, and John J. Park.

(1) (collectively, the "Managing Members") are Managing Members of CHP III Management, L.L.C., and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held of record by CHP III, L.P. (the "CHP III Shares"). Each of the entities and the Managing Members disclaim beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

(2) Each share of Series C-1 Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.

(3) Each share of Series D Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.

(4) Each share of Series E Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.

(5) Each share of Series F Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.

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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