

Vandervoort Adam C
 Form 4
 December 12, 2018

FORM 4

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

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).

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 *
 Vandervoort Adam C

 (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)
 12/10/2018

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 Legal Officer, Secretary

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 Ownership (Instr. 4)
			Code	V	(A) or (D) Amount Price		
Common Stock	12/10/2018		M		2,734 A \$ 8.71	2,934	D
Common Stock	12/10/2018		M		456 A \$ 9.6	3,390	D
Common Stock	12/10/2018		M		914 A \$ 12.21	4,304	D
Common Stock	12/10/2018		M		1,446 A \$ 22.3	5,750	D
Common Stock	12/10/2018		S		5,550 D \$ 200		D
					(1) 54.19		

(2)

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 (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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.71	12/10/2018		M	2,734	<u>(3)</u> 02/25/2025	Common Stock	2,734
Employee Stock Option (right to buy)	\$ 9.6	12/10/2018		M	456	<u>(4)</u> 05/29/2025	Common Stock	456
Employee Stock Option (right to buy)	\$ 12.21	12/10/2018		M	914	<u>(5)</u> 03/07/2026	Common Stock	914
Employee Stock Option (right to buy)	\$ 22.3	12/10/2018		M	1,446	<u>(6)</u> 03/03/2027	Common Stock	1,446

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

Vandervoort Adam C
C/O TELADOC HEALTH, INC.,
2 MANHATTANVILLE ROAD, SUITE 203
PURCHASE, NY 10577

Chief Legal Officer, Secretary

Signatures

/s/ Adam C.
Vandervoort

12/12/2018

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 June 5, 2018.
Represents the weighted average price of transactions ranging from \$54.00 to \$54.64. 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 vests as to 25% of the shares on February 25, 2016. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (4) The option vests as to 25% of the shares on May 29, 2016. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (5) The option vests as to 25% of the shares on March 7, 2017. The remainder of the shares vest in 36 equal monthly installments thereafter.
- (6) The option vests as to 25% of the shares on March 3, 2018. The remainder of the shares 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.