

Semler Scientific, Inc.  
 Form 4  
 February 27, 2014

**FORM 4**

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

OMB APPROVAL

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

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 \*  
 Semler Herbert J

(Last) (First) (Middle)

C/O SEMLER SCIENTIFIC,  
 INC., 2330 NW EVERETT ST.

(Street)

PORTLAND, OR 97210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Semler Scientific, Inc. [SMLR]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/26/2014

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)

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  | (A) or (D)   | Price   |         |   |  |
| Common Stock                    | 02/26/2014                           |  | M <sup>(1)</sup>               |   | 33,334  | A  | \$ 4.5  | 630,640 | I | By Herbert J. Semler and Shirley L. Semler, as Co-Trustees of the Semler Trust |
| Common Stock                    | 02/26/2014                           |  | M <sup>(1)</sup>               |   | 24,306  | A  | \$ 4.5  | 654,946 | I | By Herbert J. Semler and Shirley L. Semler, as Co-Trustees                     |

Edgar Filing: Semler Scientific, Inc. - Form 4

|              |            |                  |        |   |      |         |   |   |
|--------------|------------|------------------|--------|---|------|---------|---|---|
| Common Stock | 02/26/2014 | F <sup>(1)</sup> | 37,055 | D | \$ 7 | 617,891 | I | of the Semler Trust<br>By Herbert J. Semler and Shirley L. Semler, as Co-Trustees of the Semler Trust |
|--------------|------------|------------------|--------|---|------|---------|---|---|

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.**

SEC 1474  
(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 Shares |
| Series A Preferred Stock Warrant (right to buy) | \$ 4.5   | 02/26/2014                           |  | M <sup>(1)</sup>               | 33,334  | 06/07/2012 05/31/2023                                    | Common Stock  | 33,334 |                            |
| Series A Preferred Stock Warrant (right to buy) | \$ 4.5   | 02/26/2014                           |  | M <sup>(1)</sup>               | 24,306  | 06/07/2012 06/30/2023                                    | Common Stock  | 24,306 |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Semler Herbert J<br>C/O SEMLER SCIENTIFIC, INC.<br>2330 NW EVERETT ST.<br>PORTLAND, OR 97210 | X             | X         |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Douglas Murphy-Chutorian,<br>attorney-in-fact | 02/27/2014 |
| **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) These securities were cashlessly exercised immediately prior to Issuer's at the initial public offering and automatically converted into shares of Issuer's common stock on a one-for-one basis.

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.