

Teladoc, Inc.
Form 4
January 26, 2017

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 *
Trident Capital Management-VI,
L.L.C.

(Last) (First) (Middle)

400 S EL CAMINO REAL, SUITE
300

(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2017

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	01/24/2017		S <u>(1)</u>		240,666	D \$ 15.79	4,430,396	I	See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock	01/24/2017		S <u>(1)</u>		9,334	D \$ 15.79	171,830	I	See Footnotes <u>(2)</u> <u>(4)</u>

See
Footnotes
(2) (3)

See
Footnotes
(2) (4)

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

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(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Trident Capital Management-VI, L.L.C. 400 S EL CAMINO REAL, SUITE 300 SAN MATEO, CA 94402	X
TRIDENT CAPITAL FUND VI LP 400 S EL CAMINO REAL, SUITE 300 SAN MATEO, CA 94402	X
TRIDENT CAPITAL FUND VI PRINCIPALS FUND LLC 400 S EL CAMINO REAL, SUITE 300 SAN MATEO, CA 94402	X

Signatures

/s/ Arneek Multani, a Managing Member of Trident Capital Management-VI, L.L.C.	01/26/2017
__Signature of Reporting Person	Date
/s/ Arneek Multani, a Managing Member of Trident Capital Management-VI, L.L.C., the General Partner of Trident Capital Fund-VI, L.P.	01/26/2017
__Signature of Reporting Person	Date
/s/ Arneek Multani, a Managing Member of Trident Capital Management-VI, L.L.C., the Managing Member of Trident Capital Fund-VI Principals Fund, L.L.C.	01/26/2017
__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) Sale made in connection with the underwritten public offering by Teladoc, Inc. and certain selling stockholders of Teladoc, Inc.

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Trident Capital Management-VI, L.L.C. ("TCM VI") is the sole general partner of Trident Capital Fund-VI, L.P. ("Trident Fund VI") and the sole managing member of Trident Capital Fund-VI Principals Fund, L.L.C. ("Trident Principals VI"). Donald R. Dixon, Arneek Multani and John Moragne (collectively, the "Managing Members") are the managing members of TCM VI and, as such, may be deemed

- (2) to have shared voting dispositive power with respect to the Issuer's securities held of record by each of Trident Fund VI and Trident Principals VI. Each of the entities and the Managing Members disclaims 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.
- (3) The reported securities are held directly by Trident Fund VI.
- (4) The reported securities are held directly by Trident Principals VI.

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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