

Verstraete Stephany
Form 4
March 06, 2019

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 *
Verstraete Stephany

(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
__X__ Officer (give title below) ____ Other (specify
below) Chief Marketing Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	03/04/2019		M		3,169	A <u>11</u>	5,094	D	
Common Stock	03/04/2019		F		1,035 <u>(2)</u>	D \$ 67.55	4,059	D	
Common Stock	03/06/2019		M		1,925	A <u>11</u>	5,984	D	
Common Stock	03/06/2019		F		632 <u>(2)</u>	D \$ 60.62	5,352	D	

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 Shares
Restricted Stock Units	(1)	03/04/2019		M			3,169	(3)	(3)	Common Stock	3,169
Restricted Stock Units	(4)	03/04/2019		A		11,103		(5)	(5)	Common Stock	11,103
Restricted Stock Units	(1)	03/06/2019		M			1,925	(6)	(6)	Common Stock	1,925

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Verstraete Stephany C/O TELADOC HEALTH, INC. 2 MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577	Chief Marketing 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.

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- (3) On March 1, 2018, the reporting person was granted 9,507 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 7,700 restricted stock units, vesting in four equal annual installments beginning on March 3, 2018.

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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