

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  
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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 \*  
Chang William H

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/26/2014		C <sup>(1)</sup>		417,781	A	Ⓣ	537,066	I	By Chang Family Trust
Common Stock	02/26/2014		C <sup>(1)</sup>		64,583	A	Ⓣ	601,649	I	By Chang Family Trust
Common Stock	02/26/2014		C <sup>(1)</sup>		41,667	A	Ⓣ	634,316	I	By Chang Family Trust
Common Stock	02/26/2014		M <sup>(2)</sup>		38,889	A	\$	682,205	I	By Chang Family
							4.5			

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Common Stock	02/26/2014		<u>M</u> <sup>(2)</sup>	83,334	A	\$ 4.5	765,539	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> <sup>(2)</sup>	92,501	A	\$ 4.5	858,040	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> <sup>(2)</sup>	54,167	A	\$ 4.5	912,207	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> <sup>(2)</sup>	37,500	A	\$ 4.5	949,707	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> <sup>(2)</sup>	37,500	A	\$ 4.5	987,207	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> <sup>(2)</sup>	44,445	A	\$ 4.5	1,031,652	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> <sup>(2)</sup>	20,844	A	\$ 4	1,052,496	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> <sup>(2)</sup>	48,437	A	\$ 4	1,100,933	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>F</u> <sup>(2)</sup>	286,460	D	\$ 7	814,473	I	Trust By Chang Family Trust

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount

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									Share
Series A Convertible Preferred Stock	<u>(1)</u>	02/26/2014	<u>C(1)</u>	417,781	<u>(1)</u>	<u>(1)</u>	Common Stock	417,	
Series A-1 Convertible Preferred Stock	<u>(1)</u>	02/26/2014	<u>C(1)</u>	64,583	<u>(1)</u>	<u>(1)</u>	Common Stock	64,	
Series A-2 Convertible Preferred Stock	<u>(1)</u>	02/26/2014	<u>C(1)</u>	41,667	<u>(1)</u>	<u>(1)</u>	Common Stock	41,	
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	<u>M(2)</u>	38,889	07/01/2013	07/31/2016	Common Stock	38,	
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	<u>M(2)</u>	83,334	08/31/2012	06/30/2015	Common Stock	83,	
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	<u>M(2)</u>	92,501	07/01/2012	06/30/2016	Common Stock	92,	
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	<u>M(2)</u>	54,167	06/07/2012	06/30/2015	Common Stock	54,	
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	<u>M(2)</u>	37,500	06/07/2012	08/31/2021	Common Stock	37,	
Series A Preferred Stock	\$ 4.5	02/26/2014	<u>M(2)</u>	37,500	06/07/2012	05/31/2021	Common Stock	37,	

Warrant (right to buy)										
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	M <sup>(2)</sup>	44,445	06/07/2012	01/31/2016	Common Stock	44,		
Series A-1 Preferred Stock Warrant (right to buy)	\$ 4	02/26/2014	M <sup>(2)</sup>	20,844	06/07/2012	01/31/2016	Common Stock	20,		
Series A-1 Preferred Stock Warrant (right to buy)	\$ 4	02/26/2014	M <sup>(2)</sup>	48,437	06/07/2012	06/30/2015	Common Stock	48,		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chang William H C/O SEMLER SCIENTIFIC, INC. 2330 NW EVERETT ST. PORTLAND, OR 97210	X	X		

## Signatures

/s/ Douglas Murphy-Chutorian,  
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 automatically converted into Issuer's common stock on a one-for-one basis upon consummation of Issuer's initial public offering ("IPO") and had no expiration date.
  - (2) These securities were cashlessly exercised immediately prior to Issuer's IPO and automatically converted into shares of Issuer's common stock on a one-for-one basis.

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