

Semler Scientific, Inc.
Form 4
February 27, 2014

FORM 4

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

OMB APPROVAL

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

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Common Stock	02/26/2014		<u>M</u> ⁽²⁾	83,334	A	\$ 4.5	765,539	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> ⁽²⁾	92,501	A	\$ 4.5	858,040	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> ⁽²⁾	54,167	A	\$ 4.5	912,207	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> ⁽²⁾	37,500	A	\$ 4.5	949,707	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> ⁽²⁾	37,500	A	\$ 4.5	987,207	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> ⁽²⁾	44,445	A	\$ 4.5	1,031,652	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> ⁽²⁾	20,844	A	\$ 4	1,052,496	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>M</u> ⁽²⁾	48,437	A	\$ 4	1,100,933	I	Trust By Chang Family Trust
Common Stock	02/26/2014		<u>F</u> ⁽²⁾	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		417,781
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		64,583
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		41,667
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		38,889
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		83,334
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		92,501
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		54,167
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		37,500
Series A Preferred Stock	\$ 4.5	02/26/2014	<u>M(2)</u>	37,500	06/07/2012	05/31/2021	Common Stock		37,500

Warrant (right to buy)										
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	M ⁽²⁾	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 ⁽²⁾	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 ⁽²⁾	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.

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.