

Semler Scientific, Inc.
Form 8-K
November 29, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 23, 2016

SEMLER SCIENTIFIC, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-36305

26-1367393

(Commission File Number) (IRS Employer Identification No.)

(State or other jurisdiction of
incorporation)

2330 NW Everett St.

97210

Portland, Oregon

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(877) 774-4211**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On November 23, 2016, Semler Scientific, Inc. (the “Company”) held its Annual Meeting of the Stockholders (the “Annual Meeting”) at the offices of Cooley LLP, 101 California Street, Floor 5, San Francisco, California 94111. At the Annual Meeting, the Company’s stockholders voted on two proposals, each of which is described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on October 21, 2016. The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for and against each matter and, if applicable, the number of abstentions and broker non-votes with respect to each matter.

Proposal 1. Stockholders elected each of the following nominees to serve as Class I Directors on the Company’s board of directors (the “Board”) until the Company’s 2019 Annual Meeting of Stockholders or until his respective successor has been duly elected and qualified. The voting results for each of the nominees were as follows:

| Director Name | Votes For | Votes Against | Votes Withheld | Broker Non-Votes | Percentage of Votes in Favor | |
|--|-----------|---------------|----------------|------------------|------------------------------|---|
| Arthur “Abbie” Leibowitz, M.D., F.A.A.P. | 2,899,441 | 200 | 217,476 | 981,263 | 93.02 | % |
| Wayne T. Pan, M.D., Ph.D. | 2,890,466 | 9,175 | 217,476 | 981,263 | 92.73 | % |

Proposal 2. Stockholders ratified the selection by the Audit Committee of the Board of BDO USA, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2016. The voting results were as follows:

| Votes For | Votes Against | Abstentions | Percentage of Votes in Favor | |
|-----------|---------------|-------------|------------------------------|---|
| 4,098,301 | 0 | 79 | 100.00 | % |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SEMLER SCIENTIFIC, INC.

By: /s/ Douglas Murphy-Chutorian
Name: Douglas Murphy-Chutorian

Title: Chief Executive Officer

Date: November 29, 2016