

Teladoc, Inc.
Form 4
July 09, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HLM VENTURE PARTNERS II,
L.P.

(Last) (First) (Middle)

222 BERKELEY STREET,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2015

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)
Common Stock	07/07/2015		C	2,641,986 A <u>(2)</u>	2,641,986	I	See Footnote (1)
Common Stock	07/07/2015		C	819,852 A <u>(3)</u>	819,852	I	See Footnote (1)
Common Stock	07/07/2015		C	1,089,666 A <u>(4)</u>	1,089,666	I	See Footnote (1)
Common Stock	07/07/2015		C	428,964 A <u>(5)</u>	428,964	I	See Footnote (1)

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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
Series C-1 Preferred Stock	(2)	07/07/2015		C		6,039,316		(2)	(2)	Common Stock	2,641,98
Series D Preferred Stock	(3)	07/07/2015		C		1,874,100		(3)	(3)	Common Stock	819,852
Series E Preferred Stock	(4)	07/07/2015		C		2,490,867		(4)	(4)	Common Stock	1,089,66
Series F Preferred Stock	(5)	07/07/2015		C		980,568		(5)	(5)	Common Stock	428,964

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HLM VENTURE PARTNERS II, L.P. 222 BERKELEY STREET BOSTON, MA 02116		X		
HLM VENTURE ASSOCIATES II, LLC 222 BERKELEY STREET BOSTON, MA 02116		X		
CAHILL EDWARD L C/O HLM VENTURE PARTNERS, 222 BERKELEY STREET BOSTON, MA 02116		X		

GRUA PETER J
C/O HLM VENTURE PARTNERS,
222 BERKELEY STREET
BOSTON, MA 02116

X

Signatures

/s/ Peter J. Grua, Managing Member of HLM Venture Associates II, L.L.C, General Partner of HLM Venture Partners II, L.P.	07/09/2015
__Signature of Reporting Person	Date
/s/ Peter J. Grua, Managing Member of HLM Venture Associates II, L.L.C.	07/09/2015
__Signature of Reporting Person	Date
/s/ Edward L. Cahill	07/09/2015
__Signature of Reporting Person	Date
/s/ Peter J. Grua	07/09/2015
__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).
- HLM Venture Associates II, L.L.C. is the general partner of HLM Venture Partners II, L.P. Edward L. Cahill and Peter J. Grua (collectively, the "Managing Members") are the managing members of HLM Venture Associates II, L.L.C. and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held of record by HLM Venture Partners II, L.P. Each of the entities and the Managing Members disclaim 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.
- (1) Each share of Series C-1 Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.
 - (2) Each share of Series D Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.
 - (3) Each share of Series E Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.
 - (4) Each share of Series F Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.
 - (5) Each share of Series G Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.

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.