

Verstraete Stephany  
Form 4  
March 06, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
Verstraete Stephany

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

C/O TELADOC HEALTH, INC., 2  
MANHATTANVILLE ROAD,  
SUITE 203

03/04/2019

Chief Marketing Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

PURCHASE, NY 10577

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or 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<br>C/O TELADOC HEALTH, INC.<br>2 MANHATTANVILLE ROAD, SUITE 203<br>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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