

Semler Scientific, Inc.
Form SC 13D/A
April 24, 2018

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

SEMLER SCIENTIFIC, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

81684M 104

(CUSIP Number)

Glen J. Hettinger, Esq.

Norton Rose Fulbright US LLP

2200 Ross Avenue, Suite 3600

Dallas, Texas 75201

Telephone: (214) 855-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 23, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Green Park & Golf Ventures, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

217,436 shares(1)
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

217,436 shares(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

217,436 shares(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.7%(2)

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

(1) Consists of 217,436 shares held directly by GPG SSF Investment, LLC.

(2) Based upon an aggregate of 5,939,116 shares of the Issuer's (as defined below) common stock outstanding as of March 5, 2018, as reported in the Issuer's Annual Report on Form 10-K filed on March 8, 2018.

1 NAMES OF REPORTING PERSONS

Green Park & Golf Ventures II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

9 120,000 shares(1) SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

120,000 shares(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

120,000 shares(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.0%(2)

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

(1) Consists of 120,000 shares held directly by GPG RM Investment, LLC.

(2) Based upon an aggregate of 5,939,116 shares of the Issuer's (as defined below) common stock outstanding as of March 5, 2018, as reported in the Issuer's Annual Report on Form 10-K filed on March 8, 2018.

1 NAMES OF REPORTING PERSONS

GPG SSF Investment, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

217,436 shares
9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

217,436 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

217,436 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.7%(1)

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

(1) Based upon an aggregate of 5,939,116 shares of the Issuer's (as defined below) common stock outstanding as of March 5, 2018, as reported in the Issuer's Annual Report on Form 10-K filed on March 8, 2018.

1 NAMES OF REPORTING PERSONS

GPG RM Investment, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

**9 120,000 shares
SOLE DISPOSITIVE POWER**

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

120,000 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

120,000 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.0%(1)

14 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

(1) Based upon an aggregate of 5,939,116 shares of the Issuer's (as defined below) common stock outstanding as of March 5, 2018, as reported in the Issuer's Annual Report on Form 10-K filed on March 8, 2018.

1 NAMES OF REPORTING PERSONS

Clay M. Heighten, M.D.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

**9 337,436 shares(1)
SOLE DISPOSITIVE POWER**

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

337,436 shares(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

337,436 shares(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7%(2)

14 TYPE OF REPORTING PERSON

IN

- (1) Of these shares, 217,436 are held directly by GPG SSF Investment, LLC and 120,000 are held directly by GPG RM Investment, LLC.
- (2) Based upon an aggregate of 5,939,116 shares of the Issuer s (as defined below) common stock outstanding as of March 5, 2018, as reported in the Issuer s Annual Report on Form 10-K filed on March 8, 2018.

1 NAMES OF REPORTING PERSONS

Carl D. Soderstrom

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

9 337,436 shares(1) SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

337,436 shares(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

337,436 shares(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7%(2)

14 TYPE OF REPORTING PERSON

IN

- (1) Of these shares, 217,436 are held directly by GPG SSF Investment, LLC and 120,000 are held directly by GPG RM Investment, LLC.
- (2) Based upon an aggregate of 5,939,116 shares of the Issuer s (as defined below) common stock outstanding as of March 5, 2018, as reported in the Issuer s Annual Report on Form 10-K filed on March 8, 2018.

1 NAMES OF REPORTING PERSONS

Gilbert G. Garcia II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

SHARES

0 shares

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

**9 120,000 shares(1)
SOLE DISPOSITIVE POWER**

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

120,000 shares(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

120,000 shares(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.0%(2)

14 TYPE OF REPORTING PERSON

IN

(1) Consists of 120,000 shares held directly by GPG RM Investment, LLC.

(2) Based upon an aggregate of 5,939,116 shares of the Issuer's (as defined below) common stock outstanding as of March 5, 2018, as reported in the Issuer's Annual Report on Form 10-K filed on March 8, 2018.

Item 1. Security and Issuer

Item 1 is hereby amended and restated as follows:

This Amendment No. 3 to Schedule 13D (this Amendment) is being filed as an amendment to the original statement on Schedule 13D relating to the common stock, \$0.001 par value per share, of Semler Scientific, Inc., a Delaware corporation (the Issuer), as filed with the Securities and Exchange Commission on April 3, 2015, as amended by Amendment No. 1 filed on October 7, 2015 and Amendment No. 2 filed on February 24, 2017 (Amendment No. 2). This Amendment is being filed by the Reporting Persons (as defined in Amendment No. 2) to report the sale between December 1, 2017 and April 20, 2018 of an aggregate of 123,772 shares of the Issuer's common stock.

The equity securities covered by this Schedule 13D are shares of common stock, \$0.001 par value, of the Issuer. The Issuer's principal executive offices are located at 911 Bern Court, Suite 110, San Jose, CA 95112.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented with the following:

Between December 1, 2017 and April 20, 2018, GPG sold an aggregate of 123,772 shares of the Issuer's common stock.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

GPG may be deemed to beneficially own, in the aggregate, 217,436 shares of the Issuer's common stock, representing approximately 3.7% of the Issuer's 5,939,116 shares stated to be outstanding as of March 5, 2018 (as reported in the Issuer's Annual Report on Form 10-K filed on March 8, 2018). Heighten and Soderstrom may each be deemed to beneficially own, in the aggregate, 337,436 shares of the Issuer's common stock, representing approximately 5.7% of the Issuer's 5,939,116 shares stated to be outstanding as of March 5, 2018 (as reported in the Issuer's Annual Report on Form 10-K filed on March 8, 2018).

GPG SSF directly beneficially owns 217,436 shares of the Issuer's common stock, representing approximately 3.7% of the Issuer's 5,939,116 shares stated to be outstanding as of March 5, 2018 (as reported in the Issuer's Annual Report on Form 10-K filed on March 8, 2018). Each of GPG, Heighten, and Soderstrom by virtue of their relationships to GPG SSF (as disclosed in Item 2) may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of the Issuer's common stock which GPG SSF directly beneficially owns. Each of GPG, Heighten, and Soderstrom disclaims beneficial ownership, except to the extent of its or his pecuniary interests therein.

GPG II and Garcia may each be deemed to beneficially own, in the aggregate, 120,000 shares of the Issuer's common stock, representing approximately 2.0% of the Issuer's 5,939,116 shares stated to be outstanding as of March 5, 2018 (as reported in the Issuer's Annual Report on Form 10-K filed on March 8, 2018).

GPG RM directly beneficially owns 120,000 shares of the Issuer's common stock, representing approximately 2.0% of the Issuer's 5,939,116 shares stated to be outstanding as of March 5, 2018 (as reported in the Issuer's Annual Report on Form 10-K filed on March 8, 2018). Each of GPG II, Heighten, Soderstrom, and Garcia by virtue of their relationships

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to GPG RM (as disclosed in Item 2) may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the shares of the Issuer's common stock which GPG RM directly beneficially owns. Each of GPG II, Heighten, Soderstrom, and Garcia disclaims beneficial ownership, except to the extent of its or his pecuniary interests therein.

Certain information regarding transactions in shares of the Issuer's common stock effected by the Reporting Persons within the last 60 days is set forth in Schedule 1 to this Schedule 13D.

Item 7. Materials to be Filed as Exhibits

Exhibit 1: Joint Filing Agreement, dated as of April 24, 2018, by and among GPG SSF Investment, LLC, GPG RM Investment, LLC, Green Park & Golf Ventures, LLC, Green Park & Golf Ventures II, LLC, Carl D. Soderstrom, Clay M. Heighten, M.D., and Gilbert G. Garcia II

SIGNATURE

After reasonable inquiry and to the best of each Reporting Person's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 24, 2018

GPG SSF INVESTMENT, LLC
By: Green Park & Golf Ventures, LLC, its
Managing Member

/s/ Carl D. Soderstrom
Name: Carl D. Soderstrom
Title: Manager

GPG RM INVESTMENT, LLC
By: Green Park & Golf Ventures II, LLC, its
Managing Member

/s/ Gilbert G. Garcia II
Name: Gilbert G. Garcia II
Title: Manager

GREEN PARK & GOLF VENTURES, LLC

/s/ Carl D. Soderstrom
Name: Carl D. Soderstrom
Title: Manager

GREEN PARK & GOLF VENTURES II, LLC

/s/ Gilbert G. Garcia II
Name: Gilbert G. Garcia II
Title: Manager

/s/ Carl D. Soderstrom
Carl D. Soderstrom

/s/ Clay M. Heighten
Clay M. Heighten, M.D.

/s/ Gilbert G. Garcia II
Gilbert G. Garcia II

EXHIBIT INDEX

Exhibit

Number

Description

| | |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Joint Filing Agreement, dated as of April 24, 2018, by and among GPG SSF Investment, LLC, GPG RM Investment, LLC, Green Park & Golf Ventures, LLC, Green Park & Golf Ventures II, LLC, Carl D. Soderstrom, Clay M. Heighten, M.D., and Gilbert G. Garcia II |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

SCHEDULE 1

The following table sets forth all transactions with respect to shares of the Issuer's common stock of which the Reporting Persons may be deemed to have beneficial ownership effected in the past 60 days. All such transactions were sales of the Issuer's common stock effected in the open market, and the table excludes commissions and other execution-related costs.

Number of Shares

| Reporting Person | Transaction Date | Buy/(Sell) | Bought/(Sold) | Price Per Share |
|-------------------------|-------------------------|-------------------|----------------------|------------------------|
| GPG | February 22, 2018 | (Sell) | (300) | \$ 7.55 |
| GPG | February 22, 2018 | (Sell) | (100) | \$ 7.49 |
| GPG | February 22, 2018 | (Sell) | (100) | \$ 7.6345 |
| GPG | February 23, 2018 | (Sell) | (2500) | \$ 7.4845 |
| GPG | February 23, 2018 | (Sell) | (2500) | \$ 7.45 |
| GPG | February 23, 2018 | (Sell) | (100) | \$ 7.75 |
| GPG | February 23, 2018 | (Sell) | (100) | \$ 7.75 |
| GPG | February 23, 2018 | (Sell) | (100) | \$ 7.75 |
| GPG | February 26, 2018 | (Sell) | (2500) | \$ 7.4845 |
| GPG | February 26, 2018 | (Sell) | (2500) | \$ 7.45 |
| GPG | February 26, 2018 | (Sell) | (100) | \$ 7.75 |
| GPG | February 26, 2018 | (Sell) | (100) | \$ 7.75 |
| GPG | February 26, 2018 | (Sell) | (100) | \$ 7.75 |
| GPG | February 26, 2018 | (Sell) | (1000) | \$ 7.675 |
| GPG | February 26, 2018 | (Sell) | (1000) | \$ 7.60 |
| GPG | February 26, 2018 | (Sell) | (400) | \$ 7.60 |
| GPG | February 27, 2018 | (Sell) | (1000) | \$ 7.675 |
| GPG | February 27, 2018 | (Sell) | (1000) | \$ 7.74 |
| GPG | February 27, 2018 | (Sell) | (1000) | \$ 7.82 |
| GPG | February 27, 2018 | (Sell) | (1000) | \$ 7.80 |
| GPG | February 27, 2018 | (Sell) | (1000) | \$ 7.60 |
| GPG | February 27, 2018 | (Sell) | (2000) | \$ 7.75 |
| GPG | February 27, 2018 | (Sell) | (1100) | \$ 7.60 |
| GPG | March 1, 2018 | (Sell) | (2000) | \$ 8.30 |
| GPG | March 6, 2018 | (Sell) | (1000) | \$ 8.60 |
| GPG | March 6, 2018 | (Sell) | (1000) | \$ 8.80 |
| GPG | March 6, 2018 | (Sell) | (2000) | \$ 8.60 |
| GPG | March 6, 2018 | (Sell) | (1000) | \$ 8.75 |
| GPG | March 7, 2018 | (Sell) | (700) | \$ 8.90 |
| GPG | March 8, 2018 | (Sell) | (1500) | \$ 8.65 |
| GPG | March 9, 2018 | (Sell) | (1500) | \$ 8.75 |
| GPG | March 21, 2018 | (Sell) | (2000) | \$ 8.65 |
| GPG | April 12, 2018 | (Sell) | (2000) | \$ 8.28 |
| GPG | April 13, 2018 | (Sell) | (5000) | \$ 8.00 |
| GPG | April 13, 2018 | (Sell) | (5800) | \$ 8.35 |
| GPG | April 13, 2018 | (Sell) | (2506) | \$ 8.35 |
| GPG | April 17, 2018 | (Sell) | (1500) | \$ 8.05 |
| GPG | April 18, 2018 | (Sell) | (1000) | \$ 8.70 |

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| | | | | | |
|-----|----------------|--------|---------|----|------|
| GPG | April 18, 2018 | (Sell) | (10000) | \$ | 8.35 |
| GPG | April 19, 2018 | (Sell) | (2000) | \$ | 8.39 |
| GPG | April 19, 2018 | (Sell) | (1000) | \$ | 8.50 |
| GPG | April 19, 2018 | (Sell) | (100) | \$ | 8.39 |
| GPG | April 19, 2018 | (Sell) | (100) | \$ | 8.50 |
| GPG | April 19, 2018 | (Sell) | (100) | \$ | 8.29 |
| GPG | April 19, 2018 | (Sell) | (200) | \$ | 8.28 |
| GPG | April 19, 2018 | (Sell) | (100) | \$ | 8.19 |
| GPG | April 19, 2018 | (Sell) | (1000) | \$ | 8.10 |
| GPG | April 19, 2018 | (Sell) | (1000) | \$ | 8.10 |
| GPG | April 19, 2018 | (Sell) | (100) | \$ | 8.09 |
| GPG | April 19, 2018 | (Sell) | (100) | \$ | 8.09 |
| GPG | April 19, 2018 | (Sell) | (10000) | \$ | 8.10 |
| GPG | April 19, 2018 | (Sell) | (100) | \$ | 8.25 |
| GPG | April 20, 2018 | (Sell) | (428) | \$ | 8.25 |
| GPG | April 20, 2018 | (Sell) | (357) | \$ | 8.25 |