

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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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 *
SEMLER ERIC

(Last) (First) (Middle)
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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/26/2014		C ⁽¹⁾		173,668	A	Ⓛ
Common Stock	02/26/2014		C ⁽¹⁾		125,000	A	Ⓛ
Common Stock	02/26/2014		M ⁽²⁾		83,334	A	\$ 4.5
Common Stock	02/26/2014		M ⁽²⁾		41,667	A	\$ 4.5
Common Stock	02/26/2014		M ⁽²⁾		5,250	A	\$ 4.5
	02/26/2014		M ⁽²⁾		93,750	A	\$ 4

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Common
Stock

Common Stock 02/26/2014 F⁽²⁾ 137,305 D \$ 7 568,221 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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date			
				Code	V	(A)	(D)			Title	Amount Number of Shares
Series A Convertible Preferred Stock	(1)	02/26/2014		C ⁽¹⁾		173,668		(1)	(1)	Common Stock	173,668
Series A-1 Convertible Preferred Stock	(1)	02/26/2014		C ⁽¹⁾		125,000		(1)	(1)	Common Stock	125,000
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014		M ⁽²⁾		83,334		07/01/2012	06/30/2015	Common Stock	83,334
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014		M ⁽²⁾		41,667		08/31/2012	06/30/2015	Common Stock	41,667
Series A Preferred Stock Warrant	\$ 4.5	02/26/2014		M ⁽²⁾		5,250		06/07/2012	06/30/2015	Common Stock	5,250

(right to buy)

Series A-1 Preferred

Stock Warrant

\$ 4

02/26/2014

M⁽²⁾

93,750

06/07/2012

06/30/2015

Common Stock

93.

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEMLER ERIC 2330 NW EVERETT ST. PORTLAND, OR 97210		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.

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