

Semler Scientific, Inc.
Form 4
February 27, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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SEC 1474
(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 Security (Instr. 3 and 4) | Amount of Underlying Security |
|---|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|-------------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | | |
| 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. 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.