

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

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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 *
Chang William H

(Last) (First) (Middle)

C/O SEMLER SCIENTIFIC,
INC., 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 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/26/2014		C ⁽¹⁾		417,781	A	Ⓣ	537,066	I	By Chang Family Trust
Common Stock	02/26/2014		C ⁽¹⁾		64,583	A	Ⓣ	601,649	I	By Chang Family Trust
Common Stock	02/26/2014		C ⁽¹⁾		41,667	A	Ⓣ	634,316	I	By Chang Family Trust
Common Stock	02/26/2014		M ⁽²⁾		38,889	A	\$	682,205	I	By Chang Family
							4.5			

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Common Stock	02/26/2014		M ⁽²⁾	83,334	A	\$ 4.5	765,539	I	Trust By Chang Family Trust
Common Stock	02/26/2014		M ⁽²⁾	92,501	A	\$ 4.5	858,040	I	Trust By Chang Family Trust
Common Stock	02/26/2014		M ⁽²⁾	54,167	A	\$ 4.5	912,207	I	Trust By Chang Family Trust
Common Stock	02/26/2014		M ⁽²⁾	37,500	A	\$ 4.5	949,707	I	Trust By Chang Family Trust
Common Stock	02/26/2014		M ⁽²⁾	37,500	A	\$ 4.5	987,207	I	Trust By Chang Family Trust
Common Stock	02/26/2014		M ⁽²⁾	44,445	A	\$ 4.5	1,031,652	I	Trust By Chang Family Trust
Common Stock	02/26/2014		M ⁽²⁾	20,844	A	\$ 4	1,052,496	I	Trust By Chang Family Trust
Common Stock	02/26/2014		M ⁽²⁾	48,437	A	\$ 4	1,100,933	I	Trust By Chang Family Trust
Common Stock	02/26/2014		F ⁽²⁾	286,460	D	\$ 7	814,473	I	Trust By Chang Family Trust

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount

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									Share
Series A Convertible Preferred Stock	<u>(1)</u>	02/26/2014	<u>C(1)</u>	417,781	<u>(1)</u>	<u>(1)</u>	Common Stock		417,781
Series A-1 Convertible Preferred Stock	<u>(1)</u>	02/26/2014	<u>C(1)</u>	64,583	<u>(1)</u>	<u>(1)</u>	Common Stock		64,583
Series A-2 Convertible Preferred Stock	<u>(1)</u>	02/26/2014	<u>C(1)</u>	41,667	<u>(1)</u>	<u>(1)</u>	Common Stock		41,667
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	<u>M(2)</u>	38,889	07/01/2013	07/31/2016	Common Stock		38,889
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	<u>M(2)</u>	83,334	08/31/2012	06/30/2015	Common Stock		83,334
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	<u>M(2)</u>	92,501	07/01/2012	06/30/2016	Common Stock		92,501
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	<u>M(2)</u>	54,167	06/07/2012	06/30/2015	Common Stock		54,167
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014	<u>M(2)</u>	37,500	06/07/2012	08/31/2021	Common Stock		37,500
Series A Preferred Stock	\$ 4.5	02/26/2014	<u>M(2)</u>	37,500	06/07/2012	05/31/2021	Common Stock		37,500

