

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SHAPIRO LEE</u> (Last) (First) (Middle) <u>C/O LIVONGO HEALTH, INC.</u> <u>150 WEST EVELYN AVENUE, SUITE 150</u> (Street) <u>MOUNTAIN VIEW CA 94041</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Livongo Health, Inc. [LVGO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/29/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	07/29/2019		C		745,093	A	(1)(3)(5)(7)	1,159,901	I	See footnote.(2)
Common Stock	07/29/2019		C		285,131	A	(3)	285,131	I	See footnote.(4)
Common Stock	07/29/2019		C		361,718	A	(5)	361,718	I	See footnote.(6)
Common Stock	07/29/2019		C		400,528	A	(7)	400,528	I	See footnote.(8)
Common Stock	07/29/2019		C		60,000	A	(7)	60,000	I	See footnote.(9)
Common Stock								1,984,865	D	
Common Stock								3,373,987	I	See footnote.(10)

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	07/29/2019		C			3,506	(1)	(1)	Common Stock	3,506	(1)	0	I	See footnote.(2)
Series C Convertible Preferred Stock	(3)	07/29/2019		C			2,104	(3)	(3)	Common Stock	2,104	(3)	0	I	See footnote.(2)
Series C Convertible Preferred Stock	(3)	07/29/2019		C			285,131	(3)	(3)	Common Stock	285,131	(3)	0	I	See footnote.(4)
Series D Convertible Preferred Stock	(5)	07/29/2019		C			250,800	(5)	(5)	Common Stock	250,800	(5)	0	I	See footnote.(2)
Series D Convertible Preferred Stock	(5)	07/29/2019		C			361,718	(5)	(5)	Common Stock	361,718	(5)	0	I	See footnote.(6)
Series E Convertible Preferred Stock	(7)	07/29/2019		C			488,683	(7)	(7)	Common Stock	488,683	(7)	0	I	See footnote.(2)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series E Convertible Preferred Stock	(7)	07/29/2019		C			400,528	(7)	(7)	Common Stock	400,528	(7)	0	I	See footnote. ⁽⁸⁾
Series E Convertible Preferred Stock	(7)	07/29/2019		C			60,000	(7)	(7)	Common Stock	60,000	(7)	0	I	See footnote. ⁽⁹⁾

Explanation of Responses:

- Each share of Series A Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and had no expiration date.
- The shares are held of record by 7Wire Ventures Fund, L.P., or 7Wire LP. The reporting person serves as a Manager of 7Wire Management, LLC, or 7Wire Management, the Manager of 7Wire LP. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- Each share of Series C Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and had no expiration date.
- The shares are held of record by 7Wire Ventures LLC - Series Livongo C. The reporting person serves as a Manager of 7Wire Management, the Manager of 7Wire Ventures LLC - Series Livongo C. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- Each share of Series D Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and had no expiration date.
- The shares are held of record by 7Wire Ventures LLC - Series Livongo D. The reporting person serves as a Manager of 7Wire Management, the Manager of 7Wire Ventures LLC - Series Livongo D. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- Each share of Series E Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and had no expiration date.
- The shares are held of record by 7Wire Ventures LLC - Series Livongo E. The reporting person serves as a Manager of 7Wire Management, the Manager of 7Wire Ventures LLC - Series Livongo E. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- The shares are held of record by 7Wire Ventures Wanxiang Strategic Fund I, LLC, or 7Wire Wanxiang. The reporting person serves as a Manager of 7Wire Management, the Manager of 7Wire Wanxiang. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- The shares are held of record by 7Wire Ventures LLC-Series EosHealth. The reporting person serves as a Manager of 7Wire Management, the Manager of 7Wire Ventures LLC-Series EosHealth. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Erica Palsis, by power of attorney

07/30/2019

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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