

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
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).

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>General Catalyst Group Management Holdings GP, LLC</u> (Last) (First) (Middle) 20 UNIVERSITY ROAD, 4TH FLOOR (Street) CAMBRIDGE MA 02138 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/29/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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		13,086,829	A	(1)(3)(4)(5)	16,243,216	I	See footnote ⁽²⁾
Common Stock	07/29/2019		C		964,227	A	(6)	964,227	I	See footnote ⁽⁷⁾
Common Stock	07/29/2019		C		2,892,681	A	(6)	2,892,681	I	See footnote ⁽⁸⁾
Common Stock	07/29/2019		P		2,678,571	A	\$28	2,678,571	I	See footnote ⁽⁹⁾

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			9,271,910	(1)	(1)	Common Stock	9,271,910	(1)	0	I	See footnote ⁽²⁾
Series B Convertible Preferred Stock	(3)	07/29/2019		C			446,747	(3)	(3)	Common Stock	446,747	(3)	0	I	See footnote ⁽²⁾
Series C Convertible Preferred Stock	(4)	07/29/2019		C			1,125,517	(4)	(4)	Common Stock	1,125,517	(4)	0	I	See footnote ⁽²⁾
Series D Convertible Preferred Stock	(5)	07/29/2019		C			2,242,655	(5)	(5)	Common Stock	2,242,655	(5)	0	I	See footnote ⁽²⁾
Series E Convertible Preferred Stock	(6)	07/29/2019		C			964,227	(6)	(6)	Common Stock	964,227	(6)	0	I	See footnote ⁽⁷⁾
Series E Convertible Preferred Stock	(6)	07/29/2019		C			2,892,681	(6)	(6)	Common Stock	2,892,681	(6)	0	I	See footnote ⁽⁸⁾

1. Name and Address of Reporting Person* <u>General Catalyst Group Management Holdings GP, LLC</u> (Last) (First) (Middle) 20 UNIVERSITY ROAD, 4TH FLOOR (Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst Group Management Holdings, L.P.](#)

(Last) (First) (Middle)

20 UNIVERSITY ROAD, 4TH FLOOR

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst Group Management, LLC](#)

(Last) (First) (Middle)

20 UNIVERSITY ROAD, 4TH FLOOR

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst GP VIII, LLC](#)

(Last) (First) (Middle)

20 UNIVERSITY ROAD, 4TH FLOOR

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst Partners VIII, L.P.](#)

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1. Name and Address of Reporting Person*

[General Catalyst Group VIII, L.P.](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst Group VIII Supplemental, L.P.](#)

(Last) (First) (Middle)

20 UNIVERSITY ROAD, 4TH FLOOR

(Street)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

General Catalyst GP VI, LLC

(Last) (First) (Middle)
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)
CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

General Catalyst Partners VI, L.P.

(Last) (First) (Middle)
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)
CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

General Catalyst Group VI, L.P.

(Last) (First) (Middle)
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)
CAMBRIDGE MA 02138

(City) (State) (Zip)

Explanation of Responses:

1. 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.
2. The shares are held of record by General Catalyst Group VI, L.P., or GC Group VI LP. General Catalyst GP VI, LLC, or GP VI LLC, is the general partner of General Catalyst Partners VI, L.P., or GP VI LP, which is the general partner of GC Group VI LP. General Catalyst Group Management Holdings, L.P., or GCGMH, is the manager of General Catalyst Group Management, LLC, or GCGM, which is the manager of GP VI LLC. As the Managing Members of General Catalyst Group Management Holdings GP, LLC, or GCGMH LLC, the general partner of GCGMH, Kenneth Chenault, Joel Cutler, David Fialkow and Hement Taneja, a director of the Issuer, share voting and investment power with respect to the shares held by GC Group VI LP. Each of the reporting persons and entities disclaims beneficial ownership of the reported securities (except to the extent of such person's or entity's pecuniary interest in such securities).
3. Each share of Series B 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.
4. 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.
5. 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.
6. 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.
7. The shares are held of record by General Catalyst Group VIII, L.P., or GC Group VIII LP. General Catalyst GP VIII, LLC, or GP VIII LLC, is the general partner of General Catalyst Partners VIII, L.P., or GP VIII LP, which is the general partner of GC Group VIII LP. GCGMH is the manager of GCGM, which is the manager of GP VIII LLC. As the Managing Members of GCGMH LLC, the general partner of GCGMH, Messrs. Chenault, Cutler, Fialkow and Taneja share voting and investment power with respect to the shares held by GC Group VIII LP. Each of the reporting persons and entities disclaims beneficial ownership of the reported securities (except to the extent of such person's or entity's pecuniary interest in such securities).
8. The shares are held of record by General Catalyst Group VIII Supplemental, L.P., or GC Group VIII Supplemental. GP VIII LLC is the general partner of GP VIII LP, which is the general partner of GC Group VIII Supplemental. GCGMH is the manager of GCGM, which is the manager of GP VIII LLC. As the Managing Members of GCGMH LLC, the general partner of GCGMH, Messrs. Chenault, Cutler, Fialkow and Taneja share voting and investment power with respect to the shares held by GC Group VIII Supplemental. Each of the reporting persons and entities disclaims beneficial ownership of the reported securities (except to the extent of such person's or entity's pecuniary interest in such securities).
9. The shares are held of record by GC Venture LH, LLC. GCGMH is the manager of GCGM, which is the manager of GC Venture LH Manager, LLC, which is the manager of GC Venture LH, LLC. As the Managing Members of GCGMH LLC, the general partner of GCGMH, Messrs. Chenault, Cutler, Fialkow and Taneja share voting and investment power with respect to the shares held by GC Venture LH, LLC. GCGM Investment Holdings, L.P. is a non managing member of GC Venture LH Manager with a pecuniary interest in the reported securities. GC Partners Holdings, L.P. is a limited partner of GCGM Investment Holdings with a pecuniary interest in the reported securities. Each of the reporting persons and entities disclaims beneficial ownership of the reported securities (except to the extent of such person's or entity's pecuniary interest in such securities).

Remarks:

This report is one of two reports, each on a separate Form 4, but relating to the same transaction being filed by entities affiliated with General Catalyst and their applicable members.

General Catalyst Group
Management Holdings GP, LLC; 07/29/2019
By: /s/ Christopher McCain,
Chief Legal Officer

General Catalyst Group
Management Holdings, L.P.; By:
General Catalyst Group
Management Holdings GP, LLC; 07/29/2019
its General Partner; By: /s/
Christopher McCain, Chief
Legal Officer

General Catalyst Group 07/29/2019
Management, LLC; By: General
Catalyst Group Management
Holdings, L.P.; its Manager; By:
General Catalyst Group
Management Holdings GP, LLC;
its General Partner; By: /s/

Christopher McCain, Chief Legal Officer
General Catalyst GP VIII, LLC;
By: General Catalyst Group Management, LLC, its Manager;
By: General Catalyst Group Management Holdings, L.P., its Manager; By: its General Partner; By: /s/ Christopher McCain, Chief Legal Officer 07/29/2019

General Catalyst Partners VIII, L.P.; By: General Catalyst GP VIII, LLC, its general partner;
By: General Catalyst Group Management, LLC, its Manager;
By: its Manager; By: its General Partner; By: /s/ Christopher McCain, Chief Legal Officer 07/29/2019

General Catalyst Group VIII, L.P., By: General Catalyst Partners VIII, L.P., its General Partner; By: its general partner;
By: its Manager; By: its Manager; By: its General Partner; By: /s/ Christopher McCain, Chief Legal Officer 07/29/2019

General Catalyst Group VIII Supplemental; By: General Catalyst Partners VIII, L.P., its General Partner; By: its general partner;
By: its Manager; By: its Manager; By: its General Partner; By: /s/ Christopher McCain, Chief Legal Officer 07/29/2019

General Catalyst GP VI, LLC;
By: General Catalyst Group Management, LLC, its Manager;
By: General Catalyst Group Management Holdings, L.P.; its Manager; By: its General Partner; By: /s/ Christopher McCain, Chief Legal Officer 07/29/2019

General Catalyst Partners VI, L.P.; By: General Catalyst GP VI, LLC its general partner; By: General Catalyst Group Management, LLC; its Manager;
By: its Manager; By: its General Partner; By: /s/ Christopher McCain, Chief Legal Officer 07/29/2019

General Catalyst Group VI, L.P.; By: General Catalyst VI, LLC, its general partner; By: General Catalyst GP VI, L.P.; By: its Manager; By: its Manager; By: its General Partner; By: /s/ Christopher McCain, Chief Legal Officer 07/29/2019

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.