

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**

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) 10/30/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	10/30/2020		J		7,922	A	\$0	982,160	I	See footnote <sup>(1)</sup>
Common Stock	10/30/2020		U		982,160	D	(2)	0	I	See footnote <sup>(3)</sup>
Common Stock	10/30/2020		U		653,918	D	(2)	0	I	See footnote <sup>(4)</sup>
Common Stock	10/30/2020		U		2,892,681	D	(2)	0	I	See footnote <sup>(5)</sup>
Common Stock	10/30/2020		U		13,943,216	D	(2)	0	I	See footnote <sup>(6)</sup>

**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					

1. Name and Address of Reporting Person\*  
General Catalyst Group Management Holdings GP, 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.](#)

(Last) (First) (Middle)

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(Street)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

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

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(Street)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

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

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[General Catalyst GP VI, LLC](#)

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1. Name and Address of Reporting Person\*

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

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1. Name and Address of Reporting Person\*

[General Catalyst Group Management, LLC](#)

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**Explanation of Responses:**

1. On October 30, 2020, shares of Common Stock of the Issuer held by 7wire Ventures Fund, L.P. were distributed to its underlying members. As part of such distribution, 7wire Investment Holdings, Ltd., or 7wire, which is wholly owned by General Catalyst Group VIII, L.P., or GC Group VIII LP, received 7,922 shares of the Issuer's Common Stock.
2. Pursuant to an Agreement and Plan of Merger dated as of August 5, 2020, between Livongo Health, Inc., or Livongo, Teladoc Health, Inc., or Teladoc, and Tempranillo Merger Sub, Inc., a wholly owned subsidiary of Teladoc, upon completion of the merger, each share of Livongo common stock was automatically converted into the right to receive 0.5920 of a share of Teladoc common stock and \$4.24 in cash, without interest, together with cash in lieu of any fractional shares.
3. 17,933 shares were held by 7wire, and the balance were held by 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. General Catalyst Group Management, LLC, or GCGM, is the manager of GP VIII LLC. General Catalyst Group Management Holdings, L.P., or GCGMH, is the manager of GCGM. 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 Hemant Taneja, a director of the Issuer, shared voting and investment power with respect to shares held by 7wire and GC Group VIII LP.
4. The shares were held by GC Venture LH Manager, LLC. GCGMH is the manager of GCGM, which is the manager of GC Venture LH Manager, LLC. GCGM may also be a member of GC Venture LH Manager, LLC with a pecuniary interest in the reported securities. As the Managing Members of GCGMH LLC, the general partner of GCGMH, Messrs. Chenault, Cutler, Fialkow and Taneja shared voting and investment power with respect to shares held by GC Venture LH Manager, LLC. GCGM Investment Holdings, L.P. is a non-managing member of GC Venture LH Manager, LLC with a pecuniary interest in the reported securities. GC Partners Holdings, L.P. is a limited partner of GCGM Investment Holdings, L.P. with a pecuniary interest in the reported securities.
5. The shares were held 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 shared voting and investment power with respect to shares held by GC Group VIII Supplemental.
6. The shares were held 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. GCGMH is the manager of GCGM, which is the manager of GP VI LLC. As the Managing Members of GCGMH LLC, the general partner of GCGMH, Messrs. Chenault, Cutler, Fialkow and Taneja shared voting and investment power with respect to shares held by GC Group VI LP. GCGM Investment Holdings, L.P. is a limited partner of GC Group VI LP with a pecuniary interest in the reported securities. GC Partners Holdings, L.P. is a limited partner of GCGM Investment Holdings, L.P. with a pecuniary interest in the reported 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; By: /s/ Christopher McCain, Chief Legal Officer](#) 11/03/2020

[General Catalyst Group Management Holdings, L.P.; By General Catalyst Group Management Holdings GP, LLC; its General Partner; By: /s/ Christopher McCain, Chief Legal Officer](#) 11/03/2020

[General Catalyst Group 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](#) 11/03/2020

[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](#) 11/03/2020

[General Catalyst Partners VIII, L.P.; By: General Catalyst GP VIII, LLC its](#) 11/03/2020

General Partner; By: General Catalyst Group Management, LLC; its Manager; By: its Manager; By: its General Partner; By: /s/ Christopher McCain, Chief Legal Officer  
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 11/03/2020

General Catalyst Group VIII Supplemental, 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 11/03/2020

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 11/03/2020

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 11/03/2020

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 11/03/2020

\*\* 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.**