

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

<b>OMB APPROVAL</b>	
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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>Pursley James</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. Date of Event Requiring Statement (Month/Day/Year) <u>07/24/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Livongo Health, Inc. [ LVGO ]</u>	
		4. 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 Commercial Officer</u>	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>12,500<sup>(1)</sup></u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series A Convertible Preferred Stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>48,800</u>	<u>(2)</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(3)</u>	<u>06/01/2024</u>	<u>Common Stock</u>	<u>67,500</u>	<u>0.36</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(3)</u>	<u>12/11/2024</u>	<u>Common Stock</u>	<u>12,500</u>	<u>0.36</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(4)</u>	<u>12/09/2025</u>	<u>Common Stock</u>	<u>125,000</u>	<u>0.8</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(5)</u>	<u>02/17/2026</u>	<u>Common Stock</u>	<u>50,000</u>	<u>0.8</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(6)</u>	<u>11/15/2026</u>	<u>Common Stock</u>	<u>125,000</u>	<u>1.38</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(7)</u>	<u>12/03/2027</u>	<u>Common Stock</u>	<u>120,000</u>	<u>1.88</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>(8)</u>	<u>06/18/2028</u>	<u>Common Stock</u>	<u>100,000</u>	<u>3.62</u>	<u>D</u>	

**Explanation of Responses:**

- The reported shares are represented by restricted stock units, or RSUs, which vest in 16 equal quarterly installments beginning on August 25, 2019.
- Each share of Series A Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date.
- Shares subject to the option are fully vested and immediately exercisable.
- One-fourth of the shares subject to the option vested on December 10, 2016 and 1/48 of the shares vest monthly thereafter.
- One-fourth of the shares subject to the option vested on February 18, 2017 and 1/48 of the shares vest monthly thereafter.
- One-fourth of the shares subject to the option vested on November 16, 2017 and 1/48 of the shares vest monthly thereafter.
- One-fourth of the shares subject to the option vested on December 4, 2018 and 1/48 of the shares vest monthly thereafter.
- One-fourth of the shares subject to the option vested on June 19, 2019 and 1/48 of the shares vest monthly thereafter.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Erica Palsis, by power of attorney 07/24/2019

\*\* 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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Livongo Health, Inc. (the "Company"), hereby constitutes and appoints Lee Shapiro, Erica Palsis and Nerissa Canonizado, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of June, 2019.

Signature: /s/ James Pursley  
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Print Name: James Pursley