

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Cutler Joel E</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) 09/10/2020	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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	09/10/2020		j <sup>(1)</sup>		3,174	A	\$0	974,238	I	See footnote <sup>(2)</sup>
Common Stock								653,918	I	See footnote <sup>(3)</sup>
Common Stock								2,892,681	I	See footnote <sup>(4)</sup>
Common Stock								13,943,216	I	See footnote <sup>(5)</sup>
Common Stock								10,536 <sup>(6)</sup>	D	
Common Stock								1,756	I	See footnote <sup>(7)</sup>
Common Stock								1,756	I	See footnote <sup>(7)</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)					

**Explanation of Responses:**

- On September 10, 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 3,174 shares of the Issuer's Common Stock.
- 10,011 shares are held by 7wire and the balance are 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 a Managing Member of General Catalyst Group Management Holdings GP, LLC, or GCGMH LLC, the general partner of GCGMH, the reporting person shares voting and investment power with respect to shares held by 7wire and GC Group VIII LP. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest in such securities.
- The shares are 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 a Managing Member of GCGMH LLC, the general partner of GCGMH, the reporting person shares 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. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest in such securities.
- The shares are 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 a Managing Member of GCGMH LLC, the general partner of GCGMH, the reporting person shares voting and investment power with respect to shares held by GC Group VIII Supplemental. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest in such securities.
- The shares are 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 a Managing Member of GCGMH LLC, the general partner of GCGMH, the reporting person shares 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. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest in such securities.
- Consists of shares previously held by GC Group VI LP which were previously distributed to the reporting person and are now owned directly.
- Consists of shares previously held by GC Group VI LP which were previously distributed to a trust for the benefit of a child of the reporting person. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of

**Remarks:**

/s/ Christopher McCain,  
attorney-in-fact for Joel Cutler

09/14/2020

\*\* 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.

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