

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

1. Name and Address of Reporting Person* <u>Taneja Hemant</u>			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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	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 Form filed by More than One Reporting Person		
<u>20 UNIVERSITY ROAD, 4TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CAMBRIDGE MA 02138</u>								
(City) (State) (Zip)								

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
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⁾

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 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 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 the shares held by GC Group VI LP. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest in such securities.
- 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.
- 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.
- 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.
- 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.

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 a Managing Member of GCGMH LLC, the general partner of GCGMH, the reporting person shares voting and investment power with respect to the shares held by 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.

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 a Managing Member of GCGMH LLC, the general partner of GCGMH, the reporting person shares voting and investment power with respect to the 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.

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 a Managing Member of GCGMH LLC, the general partner of GCGMH, the reporting person shares 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:

[/s/ Christopher McCain,](#)
[attorney-in-fact for Hement](#) [07/29/2019](#)
[Taneja](#)

** 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.