

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

**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

1. Name and Address of Reporting Person* <u>Schneider Jennifer</u> _____ (Last) (First) (Middle) <u>C/O LIVONGO HEALTH, INC.</u> <u>150 WEST EVELYN AVENUE, SUITE 150</u> _____ (Street) <u>MOUNTAIN CA 94041</u> _____ (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President</b></p>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/30/2020</u>					
			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 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		D		208,387 <sup>(1)(2)</sup>	D		(3)(4)(5)	0	D	

**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				
Employee Stock Option (right to buy)	\$0.8	10/30/2020		D			524,602	(6)	09/02/2025	Common Stock	524,602	(5)(7)	0	D	
Employee Stock Option (right to buy)	\$1.38	10/30/2020		D			80,000	(8)	11/15/2026	Common Stock	80,000	(5)(7)	0	D	
Employee Stock Option (right to buy)	\$3.62	10/30/2020		D			150,000	(9)	06/18/2028	Common Stock	150,000	(5)(7)	0	D	

**Explanation of Responses:**

- Includes 197,304 restricted stock units ("RSUs").
- Includes 210 shares acquired under the Livongo Health, Inc. 2019 Employee Stock Purchase Plan on October 28, 2020.
- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 5, 2020, by and among the Issuer, Teladoc Health, Inc. ("Teladoc"), and Tempranillo Merger Sub, Inc., a wholly owned subsidiary of Teladoc, each share of the Issuer's common stock was 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 fractional shares (if any).
- Pursuant to the Merger Agreement, each outstanding RSU award of the Issuer was converted into a number of RSUs with respect to a number of shares of Teladoc common stock equal to the product of (i) the number of shares of the Issuer's common stock subject to such RSU award immediately prior to the effective time of the merger and (ii) the Equity Award Adjustment Ratio (as defined below) (rounded down to the nearest whole share of Teladoc common stock on an award-by-award basis), subject to the same terms and conditions as were applicable to such Issuer RSU immediately prior to the effective time of the merger (including applicable vesting conditions).
- The "Equity Award Adjustment Ratio" means the quotient determined by dividing (i) the volume weighted average closing price of the Issuer's common stock on the four trading days ending on October 29, 2020 by (ii) the volume weighted average closing price of Teladoc common stock on the four trading days beginning on October 29, 2020.
- Shares subject to the option are fully vested and immediately exercisable.
- Pursuant to the Merger Agreement, each outstanding stock option of the Issuer, whether vested or unvested, was converted into an option to purchase a number of shares of Teladoc common stock equal to the product of (i) the number of shares of the Issuer's common stock subject to such Issuer stock option immediately prior to the effective time of the merger and (ii) the Equity Award Adjustment Ratio (rounded down to the nearest whole share of Teladoc common stock on an award-by-award basis), with an exercise price equal to the quotient of (x) the exercise price of such Issuer stock option and (y) the Equity Award Adjustment Ratio (rounded up to the nearest whole cent), subject to the same terms and conditions as were applicable to such Issuer stock option immediately prior to the effective time of the merger (including applicable vesting conditions).
- 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 June 19, 2019 and 1/48 of the shares vest monthly thereafter.

**Remarks:**

/s/ Jonathan Dorfman, by power of attorney 10/30/2020

\*\* 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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