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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

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|--|---|---|
| 1. Name and Address of Reporting Person* <u>Taneja Hemant</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/24/2020 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 06/24/2020 | | j ⁽¹⁾ | | 3,907 | A | ⁽²⁾ | 971,064 | I | See footnote ⁽³⁾ |
| Common Stock | | | | | | | | 2,892,681 | I | See footnote ⁽⁴⁾ |
| Common Stock | | | | | | | | 2,678,571 | I | See footnote ⁽⁵⁾ |
| Common Stock | | | | | | | | 13,943,216 | I | See footnote ⁽⁶⁾ |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- On June 24, 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., which is wholly owned by General Catalyst Group VIII, L.P., received 3,907 shares of the Issuer's Common Stock.
- Pro rata distribution from a limited partnership of which the reporting person was a non-managing member.
- 6,837 shares are held by 7wire Investment Holdings, Ltd. and the balance are held 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. 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, the general partner of GCGMH, the reporting person shares voting and investment power with respect to shares held by 7wire Investment Holdings, Ltd. 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 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 GP VIII 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 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 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. GCGM may also be a member of GC Venture LH 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, 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. 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, Messrs. Chenault, Cutler, Fialkow and Taneja, a director of the Issuer, share voting and investment power with respect to shares held by GC Group VI LP. GCGM Investment Holdings 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 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.

Remarks:

/s/ Christopher McCain,
attorney-in-fact for Hemant Taneja 06/26/2020
 ** 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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