

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Green Philip D</u> <hr/> (Last) (First) (Middle) C/O LIVONGO HEALTH, INC. 150 WEST EVELYN AVENUE, SUITE 150 <hr/> (Street) MOUNTAIN CA 94041 <hr/> (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/08/2020	
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	08/11/2020		G	V	4,142 <sup>(1)</sup>	D	\$0.00	1,344	D	
Common Stock	08/11/2020		G	V	1,381 <sup>(1)</sup>	A	\$0.00	47,066	I	See footnote <sup>(2)</sup>
Common Stock	08/11/2020		G	V	1,381 <sup>(1)</sup>	A	\$0.00	47,066	I	See footnote <sup>(3)</sup>
Common Stock	08/11/2020		G	V	1,380 <sup>(1)</sup>	A	\$0.00	47,065	I	See footnote <sup>(4)</sup>
Common Stock	09/08/2020		S		9,700	D	\$122.9844 <sup>(5)</sup>	37,366	I	See footnote <sup>(2)</sup>
Common Stock	09/08/2020		S		300	D	\$123.8167 <sup>(6)</sup>	37,066	I	See footnote <sup>(2)</sup>
Common Stock	09/08/2020		S		10,000	D	\$122.9748 <sup>(7)</sup>	37,066	I	See footnote <sup>(3)</sup>
Common Stock	09/08/2020		S		9,500	D	\$122.9002 <sup>(8)</sup>	37,565	I	See footnote <sup>(4)</sup>
Common Stock	09/08/2020		S		500	D	\$123.38 <sup>(9)</sup>	37,065	I	See footnote <sup>(4)</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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The reported shares are represented by restricted stock units which vest in four equal quarterly installments beginning on August 25, 2020.
- The shares are held of record by The Philip D. Green 2012 Children's Trust FBO Joshua D. Green for which the reporting person's spouse serves as trustee.
- The shares are held of record by The Philip D. Green 2012 Children's Trust FBO Justin J. Green for which the reporting person's spouse serves as trustee.
- The shares are held of record by The Philip D. Green 2012 Children's Trust FBO Alexandra E. Green for which the reporting person's spouse serves as trustee.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.68 to \$123.59, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (5) through (9) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.74 to \$123.88, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.50 to \$123.20, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.24 to \$123.21, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.30 to \$123.40, inclusive.

**Remarks:**

/s/ Jonathan Dorfman, by  
power of attorney

09/10/2020

\*\* 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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