

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
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1. Name and Address of Reporting Person* <u>SHAPIRO LEE</u> (Last) (First) (Middle) C/O LIVONGO HEALTH, INC. 150 WEST EVELYN AVENUE, SUITE 150 (Street) MOUNTAIN CA 94041 VIEW (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) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 09/11/2020	
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	09/11/2020		J ⁽¹⁾		12,080	A	\$0	12,080	I	See footnote ⁽²⁾
Common Stock	10/16/2020		G	V	135,000	D	\$0	1,693,023	D	
Common Stock	10/29/2020		J ⁽³⁾		1,185,097	D	\$0	0	I	See footnote ⁽⁴⁾
Common Stock	10/29/2020		J ⁽⁵⁾		109,748	D	\$0	0	I	See footnote ⁽⁶⁾
Common Stock	10/29/2020		J ⁽⁷⁾		176,361	D	\$0	0	I	See footnote ⁽⁸⁾
Common Stock	10/29/2020		J ⁽⁹⁾		195,277	D	\$0	0	I	See footnote ⁽¹⁰⁾
Common Stock	10/29/2020		J ⁽¹¹⁾		25,468	A	\$0	1,718,701 ⁽¹²⁾	D	
Common Stock	10/30/2020		J ⁽¹³⁾		940,788	D	\$0	35,887	I	See footnote ⁽¹⁴⁾
Common Stock	10/30/2020		J ⁽¹⁵⁾		27,106	A	\$0	1,745,807	D	
Common Stock	10/30/2020		J ⁽¹⁶⁾		173,041	A	\$0	185,121	I	See footnote ⁽²⁾
Common Stock	10/30/2020		D		2,488 ⁽¹⁷⁾	D	\$0	1,743,319	D	
Common Stock	10/30/2020		D		1,743,319 ⁽¹⁸⁾	D	⁽¹⁹⁾⁽²⁰⁾⁽²¹⁾	0	D	
Common Stock	10/30/2020		D		35,887	D	⁽¹⁹⁾	0	I	See footnote ⁽¹⁴⁾
Common Stock	10/30/2020		D		185,121	D	⁽¹⁹⁾	0	I	See footnote ⁽²⁾

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:

- Represents the receipt of shares pursuant to a pro rata in-kind distribution by 7wire Ventures Wanxiang Strategic Fund I, L.P.
- The shares are held of record by 7wire Management I, LLC. The reporting person serves as a Manager of 7wire Management, LLC, or 7wire Management, the Manager of 7wire Management I, LLC.

The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

3. Represents a pro rata in-kind distribution by 7wire Ventures, LLC - Series EosHealth without consideration to its partners.

4. The shares were held of record by 7wire Ventures LLC - Series EosHealth. The reporting person serves as a Manager of 7wire Management, the Manager of 7wire Ventures LLC - Series EosHealth. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

5. Represents a pro rata in-kind distribution by 7wire Ventures LLC - Series Livongo C without consideration to its partners.

6. The shares were held of record by 7wire Ventures LLC - Series Livongo C. The reporting person serves as a Manager of 7wire Management, the Manager of 7wire Ventures LLC - Series Livongo C. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

7. Represents a pro rata in-kind distribution by 7wire Ventures LLC - Series Livongo D without consideration to its partners.

8. The shares were held of record by 7wire Ventures LLC - Series Livongo D. The reporting person serves as a Manager of 7wire Management, the Manager of 7wire Ventures LLC - Series Livongo D. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

9. Represents a pro rata in-kind distribution by 7wire Ventures LLC - Series Livongo E without consideration to its partners.

10. The shares were held of record by 7wire Ventures LLC - Series Livongo E. The reporting person serves as a Manager of 7wire Management, the Manager of 7wire Ventures LLC - Series Livongo E. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

11. Represents the receipt of shares pursuant to pro rata in-kind distributions by 7wire Ventures LLC - Series Livongo D and 7wire Ventures LLC - Series Livongo E.

12. Includes 210 shares acquired under the Livongo Health, Inc. 2019 Employee Stock Purchase Plan on October 28, 2020.

13. Represents a pro rata in-kind distribution by 7wire Ventures Fund, L.P. without consideration to its partners.

14. The shares are held of record by 7wire Ventures Fund, L.P. The reporting person serves as a Manager of 7wire Management, the Manager of 7wire Ventures Fund, L.P. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

15. Represents the receipt of shares pursuant to a pro rata in-kind distribution by 7wire Ventures Fund L.P.

16. Represents the receipt of shares pursuant to pro rata in-kind distributions by 7wire Ventures Fund L.P. and 7wire Ventures Wanxiang Strategic Fund I, LP.

17. Represents restricted stock units ("RSUs") voluntarily forfeited to the Issuer.

18. Includes 763,507 RSUs.

19. 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).

20. 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).

21. 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.

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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