

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>CHENAULT KENNETH I</u> (Last) (First) (Middle) 20 UNIVERSITY ROAD, 4TH FLOOR (Street) CAMBRIDGE MA 02138 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/24/2019	3. Issuer Name and Ticker or Trading Symbol <u>Livongo Health, Inc. [LVGO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,156,387	I	See footnote ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(2)	(2)	Common Stock	9,271,910	(2)	I	See footnote ⁽¹⁾
Series B Convertible Preferred Stock	(3)	(3)	Common Stock	446,747	(3)	I	See footnote ⁽¹⁾
Series C Convertible Preferred Stock	(4)	(4)	Common Stock	1,125,517	(4)	I	See footnote ⁽¹⁾
Series D Convertible Preferred Stock	(5)	(5)	Common Stock	2,242,655	(5)	I	See footnote ⁽¹⁾
Series E Convertible Preferred Stock	(6)	(6)	Common Stock	964,227	(6)	I	See footnote ⁽⁷⁾
Series E Convertible Preferred Stock	(6)	(6)	Common Stock	2,892,681	(6)	I	See footnote ⁽⁸⁾

1. Name and Address of Reporting Person*
CHENAULT KENNETH I
 (Last) (First) (Middle)
 20 UNIVERSITY ROAD, 4TH FLOOR
 (Street)
 CAMBRIDGE MA 02138
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Cutler Joel E
 (Last) (First) (Middle)
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 (Street)
 CAMBRIDGE MA 02138
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Fialkow David P
 (Last) (First) (Middle)

20 UNIVERSITY ROAD, 4TH FLOOR

(Street)

CAMBRIDGE MA 02138

(City)

(State)

(Zip)

Explanation of Responses:

1. 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 the Managing Members of General Catalyst Group Management Holdings GP, LLC, or GCGMH LLC, the general partner of GCGMH, Kenneth Chenault, Joel Cutler, David Fialkow and Hement Taneja, a director of the Issuer, share voting and investment power with respect to the shares held by GC Group VI LP. 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).
2. Each share of Series A Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date.
3. Each share of Series B Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date.
4. Each share of Series C Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date.
5. Each share of Series D Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date.
6. Each share of Series E Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no 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 the Managing Members of GCGMH LLC, the general partner of GCGMH, Messrs. Chenault, Cutler, Fialkow and Taneja share voting and investment power with respect to the shares held by GC Group VIII LP. 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).
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 the Managing Members of GCGMH LLC, the general partner of GCGMH, Messrs. Chenault, Cutler, Fialkow and Taneja share voting and investment power with respect to the shares held by GC Group VIII Supplemental. 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:

This report is one of two reports, each on a separate Form 3, but relating to the same transaction being filed by entities affiliated with General Catalyst and their applicable members.

[/s/ Christopher McCain,](#)
[attorney-in-fact for Kenneth](#) [07/24/2019](#)
[Chenault](#)

[/s/ Christopher McCain,](#)
[attorney-in-fact for Joel Cutler](#) [07/24/2019](#)

[/s/ Christopher McCain,](#)
[attorney-in-fact for David](#) [07/24/2019](#)
[Fialkow](#)

** 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 5 (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.