

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>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) <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 09/03/2020	
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	09/03/2020		S <sup>(1)(2)</sup>		84,132	D	\$124.5	1,810,499	D	
Common Stock								1,289,209	I	See footnote <sup>(3)</sup>
Common Stock								1,580,122	I	See footnote <sup>(4)</sup>
Common Stock								146,324	I	See footnote <sup>(5)</sup>
Common Stock								235,134	I	See footnote <sup>(6)</sup>
Common Stock								260,358	I	See footnote <sup>(7)</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:

- On August 5, 2020, the Issuer entered into an Agreement and Plan of Merger with Teladoc Health, Inc. ("Teladoc") and Tempranillo Merger Sub, Inc., a wholly-owned subsidiary of Teladoc ("Merger Sub"), pursuant to which Merger Sub will merge with and into the Issuer, with the Issuer surviving as a wholly-owned subsidiary of Teladoc (the "Merger"). Pursuant to the terms of the Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2020 (the "Trading Plan"), all sales pursuant to the Trading Plan were automatically suspended following the public announcement of the Merger without any action by the reporting person, and the Trading Plan was subsequently terminated. The number of shares sold and reported on this form is consistent with the number of shares that would have been sold by the reporting person pursuant to the Trading Plan had the Trading Plan not been suspended in connection with the Merger.
- In addition, in connection with the Merger the reporting person entered into a voting agreement with Teladoc and certain other stockholders of the Issuer party thereto (the "Voting Agreement"), pursuant to which, subject to certain exceptions, the reporting person agreed to vote all shares of the Issuer's common stock held by the reporting person in favor of the approval of the Merger. The sales reported on this form are expressly permitted and contemplated by the Voting Agreement, which permits the reporting person to sell or transfer a number of shares of the Issuer's common stock equivalent to such number of shares that would have been sold had the Trading Plan remained in effect. Following the sales reported on this form, the reporting person continues to hold over 85% of the shares of the Issuer's common stock directly held immediately prior to such sales.
- The shares are held of record by 7wire Ventures Fund, L.P., or 7wire LP. The reporting person serves as a Manager of 7wire Management, LLC, or 7wire Management, the Manager of 7wire LP. 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.
- The shares are 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.
- The shares are 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.
- The shares are 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.
- The shares are 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.

**Remarks:**

/s/ Jonathan Dorfman, by  
power of attorney

09/04/2020

\*\* 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.

**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.**