

Semler Scientific, Inc.  
Form 4  
February 27, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Semler Shirley L.

(Last) (First) (Middle)

C/O SEMLER SCIENTIFIC, INC., 2330 NW EVERETT ST.

(Street)

PORTLAND, OR 97210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Semler Scientific, Inc. [SMLR]

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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                    | 02/26/2014                           |  | M <sup>(1)</sup>               |   | 33,334  | A  | \$ 4.5  | 630,640 | I | By Herbert J. Semler and Shirley L. Semler, as Co-Trustees of the Semler Trust |
| Common Stock                    | 02/26/2014                           |  | M <sup>(1)</sup>               |   | 24,306  | A  | \$ 4.5  | 654,946 | I | By Herbert J. Semler and Shirley L. Semler, as Co-Trustees                     |

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|                 |            |                  |        |   |      |         |   |  |
|-----------------|------------|------------------|--------|---|------|---------|---|--|
| Common<br>Stock | 02/26/2014 | F <sup>(1)</sup> | 37,055 | D | \$ 7 | 617,891 | I | of the Semler<br>Trust<br><br>By Herbert J.<br>Semler and<br>Shirley L.<br>Semler, as<br>Co-Trustees<br>of the Semler<br>Trust |
|-----------------|------------|------------------|--------|---|------|---------|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)            | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |  |
|--|---|---|---|---|--|--|---|-------------------------------------|--|
|  |   |   |   | Code                                    | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |  |
| Series A<br>Preferred<br>Stock<br>Warrant<br>(right to<br>buy) | \$ 4.5  | 02/26/2014                              |   | M <sup>(1)</sup>                        | 33,334   | 06/07/2012 05/31/2023  | Common<br>Stock   | 33,334                              |  |
| Series A<br>Preferred<br>Stock<br>Warrant<br>(right to<br>buy) | \$ 4.5  | 02/26/2014                              |   | M <sup>(1)</sup>                        | 24,306   | 06/07/2012 06/30/2023  | Common<br>Stock   | 24,306                              |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Semler Shirley L.<br>C/O SEMLER SCIENTIFIC, INC.<br>2330 NW EVERETT ST.<br>PORTLAND, OR 97210 | X             | X         |         |       |

## Signatures

/s/ Douglas Murphy-Chutorian,  
attorney-in-fact

02/27/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) These securities were cashlessly exercised immediately prior to Issuer's initial public offering and automatically converted into shares of Issuer's common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.