

Semler Scientific, Inc.  
 Form 4  
 September 21, 2015

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Murphy-Chutorian Douglas

(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)  
 09/18/2015

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)

Chief Executive Officer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount  | (D) | Price |

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

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SEC 1474  
 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3)                          | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code  | (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-------------------------------------|------------------------------|------------------|------------------|---|--------|------------------|-----------------|--------------|----------------------------|
|                                     |                              |                  |                  | (A)   | (D)    |                  |                 |              |                            |
| Common Stock Warrant (right to buy) | \$ 4.5                       | 09/18/2015       | D <sup>(1)</sup> |   | 16,390 | <u>(1)</u>       | 07/31/2016      | Common Stock | 16,390                     |
| Common Stock Warrant (right to buy) | \$ 4.5                       | 09/18/2015       | A <sup>(1)</sup> | 16,390                                      |        | <u>(1)</u>       | 07/31/2023      | Common Stock | 16,390                     |
| Common Stock Warrant (right to buy) | \$ 4.5                       | 09/18/2015       | D <sup>(2)</sup> |   | 22,517 | <u>(2)</u>       | 07/31/2016      | Common Stock | 22,517                     |
| Common Stock Warrant (right to buy) | \$ 4.5                       | 09/18/2015       | A <sup>(2)</sup> | 22,517                                      |        | <u>(2)</u>       | 07/31/2023      | Common Stock | 22,517                     |
| Common Stock Warrant (right to buy) | \$ 4.5                       | 09/18/2015       | D <sup>(3)</sup> |   | 29,890 | <u>(3)</u>       | 07/31/2016      | Common Stock | 29,890                     |
| Common Stock Warrant (right to buy) | \$ 4.5                       | 09/18/2015       | A <sup>(3)</sup> | 29,890                                      |        | <u>(3)</u>       | 07/31/2023      | Common Stock | 29,890                     |
| Common Stock Warrant (right to buy) | \$ 4.5                       | 09/18/2015       | D <sup>(4)</sup> |   | 65,452 | <u>(4)</u>       | 07/31/2016      | Common Stock | 65,452                     |
| Common Stock Warrant (right to buy) | \$ 4.5                       | 09/18/2015       | A <sup>(4)</sup> | 65,452                                      |        | <u>(4)</u>       | 07/31/2023      | Common Stock | 65,452                     |

|                                     |        |            |                  |        |            |            |              |        |
|-------------------------------------|--------|------------|------------------|--------|------------|------------|--------------|--------|
| Common Stock Warrant (right to buy) | \$ 4.5 | 09/18/2015 | D <sup>(5)</sup> | 60,000 | <u>(5)</u> | 07/31/2016 | Common Stock | 60,000 |
| Common Stock Warrant (right to buy) | \$ 4.5 | 09/18/2015 | A <sup>(5)</sup> | 60,000 | <u>(5)</u> | 07/31/2023 | Common Stock | 60,000 |
| Common Stock Warrant (right to buy) | \$ 4   | 09/18/2015 | D <sup>(6)</sup> | 16,875 | <u>(6)</u> | 06/30/2023 | Common Stock | 16,875 |
| Common Stock Warrant (right to buy) | \$ 4   | 09/18/2015 | A <sup>(6)</sup> | 16,875 | <u>(6)</u> | 07/31/2023 | Common Stock | 16,875 |
| Common Stock Warrant (right to buy) | \$ 2   | 09/18/2015 | D <sup>(7)</sup> | 25,000 | <u>(7)</u> | 06/30/2022 | Common Stock | 25,000 |
| Common Stock Warrant (right to buy) | \$ 2   | 09/18/2015 | A <sup>(7)</sup> | 25,000 | <u>(7)</u> | 07/31/2023 | Common Stock | 25,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Murphy-Chutorian Douglas<br>C/O SEMLER SCIENTIFIC, INC.<br>2330 NW EVERETT ST.<br>PORTLAND, OR 97210 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Douglas  
Murphy-Chutorian 09/21/2015

\*\*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) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a replacement warrant. The warrant was originally issued on June 7, 2012.
- (2) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a replacement warrant. The warrant was originally issued on June 7, 2012.
- (3) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a replacement warrant. The warrant was originally issued on August 31, 2012.
- (4) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a replacement warrant. The warrant was originally issued on July 31, 2012.
- (5) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a replacement warrant. The warrant was originally issued on July 31, 2013.
- (6) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a replacement warrant. The warrant was originally issued on June 7, 2012.
- (7) The two reported transactions involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a replacement warrant. The warrant was originally issued on June 7, 2012.

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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