

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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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 ⁽¹⁾		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 ⁽¹⁾		24,306	A	\$ 4.5	654,946	I	By Herbert J. Semler and Shirley L. Semler, as Co-Trustees

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Common Stock	02/26/2014	F ⁽¹⁾	37,055	D	\$ 7	617,891	I	of the Semler Trust By Herbert J. Semler and Shirley L. Semler, as Co-Trustees of the Semler Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014		M ⁽¹⁾	33,334	06/07/2012 05/31/2023	Common Stock	33,334	
Series A Preferred Stock Warrant (right to buy)	\$ 4.5	02/26/2014		M ⁽¹⁾	24,306	06/07/2012 06/30/2023	Common Stock	24,306	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Semler Shirley L. C/O SEMLER SCIENTIFIC, INC. 2330 NW EVERETT ST. 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.
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