

Teladoc, Inc.
Form 4
July 09, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
KPCB DGF Associates, LLC

(Last) (First) (Middle)

C/O KLEINER PERKINS
CAUFIELD & BYERS,, 2750
SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Teladoc, Inc. [TDOC]

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 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	07/07/2015		C		2,872,326	A (5)	2,872,326	I	See Footnotes (1) (2) (3)
Common Stock	07/07/2015		C		174,911	A (5)	174,911	I	See Footnotes (1) (2) (4)
Common Stock	07/07/2015		C		273,212	A (6)	273,212	I	See Footnotes (1) (2) (3)
Common Stock	07/07/2015		C		16,637	A (6)	16,637	I	See

Stock

Footnotes
(1) (2) (4)

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.

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 (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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series D Preferred Stock	<u>(5)</u>	07/07/2015		C	V	(A) 6,565,850	(D)	<u>(5)</u>	<u>(5)</u>	Common Stock	2,872,32
Series D Preferred Stock	<u>(5)</u>	07/07/2015		C	V	(A) 399,828	(D)	<u>(5)</u>	<u>(5)</u>	Common Stock	174,911
Series F Preferred Stock	<u>(6)</u>	07/07/2015		C	V	(A) 624,535	(D)	<u>(6)</u>	<u>(6)</u>	Common Stock	273,212
Series F Preferred Stock	<u>(6)</u>	07/07/2015		C	V	(A) 38,030	(D)	<u>(6)</u>	<u>(6)</u>	Common Stock	16,637

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KPCB DGF Associates, LLC C/O KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		
KPCB Digital Growth Fund, LLC C/O KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		

KPCB Digital Growth Founders Fund, LLC
C/O KLEINER PERKINS CAUFIELD & BYERS,
2750 SAND HILL ROAD
MENLO PARK, CA 94025

X

Signatures

KPCB DGF Associates, LLC, By: /s/ Paul Vronsky, General Counsel

07/09/2015

__Signature of Reporting Person

Date

KPCB Digital Growth Fund, LLC By: KPCB DGF Associates, LLC, Its Managing Member,
By: /s/ Paul Vronsky, General Counsel

07/09/2015

__Signature of Reporting Person

Date

KPCB DGF Founders Fund, LLC, By: KPCB DGF Associates, LLC, Its Managing Member,
By: /s/ Paul Vronsky, General Counsel

07/09/2015

__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) All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive power over such shares. The managing member of KPCB Digital Growth Fund, LLC and KPCB DGF Founders Fund, LLC is KPCB DGF Associates, LLC. John Doerr, Ted Schlein, Brook Byers, Bing Gordon and Mary Meeker (collectively, the "Managing Members") are the managing members of KPCB DGF Associates, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held of record by KPCB Digital Growth Fund, LLC and KPCB DGF Founders Fund, LLC. [continued in next footnote]
- (2) [continued from previous footnote] Each of entities and the Managing Members disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.
- (3) The reported securities are held directly by KPCB Digital Growth Fund, LLC.
- (4) The reported securities are held directly by KPCB DGF Founders Fund LLC.
- (5) Each share of Series D Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.
- (6) Each share of Series F Preferred Stock automatically converted into common stock of the issuer on a 0.4375-for-one basis immediately prior to the closing of issuer's initial public offering and had no expiration date.

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.