

MCCLENNEN PETER A
 Form 4
 July 18, 2018

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 *
 MCCLENNEN PETER A

(Last) (First) (Middle)

C/O TELADOC, INC., 2
 MANHATTANVILLE ROAD,
 SUITE 203

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/16/2018

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)
 President

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	07/16/2018		M		61,660	A	\$ 35.45	61,660	D	
Common Stock	07/16/2018		M		29,412	A	7	91,072	D	
Common Stock	07/16/2018		S		61,660	D	\$ 65.82	29,412	D	
					(1)		(2)			
Common Stock	07/16/2018		S		29,412	D	\$ 65.87	0	D	
					(1)		(3)			

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 35.45	07/16/2018		M	61,660	<u>(4)</u> 07/14/2027	Common Stock 61,660
Restricted Stock Units	<u>(5)</u>	07/16/2018		M	29,412	<u>(6)</u> <u>(6)</u>	Common Stock 29,412

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLENNEN PETER A C/O TELADOC, INC. 2 MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577			President	

Signatures

/s/ Adam C. Vandervoort,
attorney-in-fact
Date: 07/18/2018

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan that was adopted by the reporting person on June 11, 2018.

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(2) Represents the weighted average price of transactions ranging from \$65.50 to \$66.45. The reporting person undertakes to provide, upon request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) Represents the weighted average price of transactions ranging from \$65.50 to \$66.20. The reporting person undertakes to provide, upon request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) The option vests as to 50% of the shares on July 14, 2018. The remainder of the shares vest on July 14, 2019.

(5) Each restricted stock unit represents a contingent right to receive one share of TDOC common stock.

(6) On July 14, 2017, the reporting person was granted 58,824 restricted stock units, vesting in two equal annual installments beginning on July 14, 2018.

(7) Restricted stock units convert to shares of TDOC 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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