

Teladoc, Inc.
Form 4
July 07, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**HLM VENTURE PARTNERS II,
L.P.**

(Last) (First) (Middle)

**222 BERKELEY STREET, 20TH
FLOOR,**

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/05/2016

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 (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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/05/2016		J ⁽¹⁾		1,200,000	D	\$ 0
					3,780,468	I	

See
Footnote
(2)

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HLM VENTURE PARTNERS II, L.P. 222 BERKELEY STREET, 20TH FLOOR BOSTON, MA 02116		X		
HLM VENTURE ASSOCIATES II, LLC 222 BERKELEY STREET, 20TH FLOOR BOSTON, MA 02116		X		
CAHILL EDWARD L C/O HLM VENTURE PARTNERS 222 BERKELEY STREET, 20TH FLOOR BOSTON, MA 02116		X		
GRUA PETER J 28 GARDEN ST BOSTON, MA 02114		X		

Signatures

/s/ Peter J. Grua, Managing Member of HLM Venture Associates II, L.L.C, General Partner of HLM Venture Partners II, L.P.	07/07/2016
__Signature of Reporting Person	Date
/s/ Peter J. Grua, Managing Member of HLM Venture Associates II, L.L.C.	07/07/2016
__Signature of Reporting Person	Date
/s/ Edward L. Cahill	07/07/2016
__Signature of Reporting Person	Date
/s/ Peter J. Grua	07/07/2016
__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) Represents a pro rata distribution in-kind by HLM Ventures Partners II, L.P. to its limited partners.

HLM Venture Associates II, L.L.C. is the general partner of HLM Venture Partners II, L.P. Edward L. Cahill and Peter J. Grua (collectively, the "Managing Members") are the managing members of HLM Venture Associates II, L.L.C. and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held of record by HLM Venture Partners II, L.P. Each of the entities and the Managing Members disclaim 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.

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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