

Teladoc Health, Inc.  
Form 8-K  
October 15, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) **October 15, 2018**

**Teladoc Health, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37477**  
(Commission  
File Number)

**04-3705970**  
(IRS Employer  
Identification No.)

**2 Manhattanville Road, Suite 203**  
**Purchase, New York**  
(Address of principal executive offices)

**10577**  
(Zip Code)

**(203) 635-2002**

Registrant's telephone number, including area code

Edgar Filing: Teladoc Health, Inc. - Form 8-K

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective October 15, 2018, the Board of Directors (the Board) of Teladoc Health, Inc. (the Company) increased the number of directors on the Board to eleven and appointed Mr. Mark Douglas Smith as a director of the Company. The Board has determined that Mr. Smith is an independent director within the meaning of the New York Stock Exchange listing standards.

There are no arrangements or understandings between Mr. Smith and any other person pursuant to which he was selected as a director. There are no other transactions involving the Company and Mr. Smith that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

Mr. Smith will have the same director indemnification arrangement as do the Company's other directors, the form of agreement for which was filed with the SEC on June 18, 2015 as Exhibit 10.7 to the Company's Amendment No. 3 to Registration Statement on Form S-1. Mr. Smith will be eligible to participate in the compensation arrangements and programs that are established for the Company's non-employee directors, as in effect from time to time.

**Item 7.01. Regulation FD.**

On October 15, 2018, the Company issued a press release regarding the matter discussed in Item 5.02 of this Current Report. A copy of the press release is furnished herewith as Exhibit 99.1.

The information furnished under this Item 7.01 of this Current Report shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	<u>Teladoc Health, Inc. press release, dated October 15, 2018.</u>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TELADOC HEALTH, INC.

Date: October 15, 2018

By: /s/ Adam C. Vandervoort  
Name: Adam C. Vandervoort  
Title: Chief Legal Officer and Secretary