

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gupta Dinesh C.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 02/20/2014	3. Issuer Name and Ticker or Trading Symbol <u>Semler Scientific, Inc. [SMLR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 777 NORTH 1ST STREET SUITE 720			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) SAN JOSE CA 95112			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	105,556	(1)	I	By Satwik Mezzanine Fund I, LLC ⁽³⁾
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	11,111	(1)	I	By Satwik Ventures I, LLC Defined Benefit Pension Plan ⁽⁴⁾
Series A Preferred Stock Warrant (right to buy) (2)	07/01/2013	07/31/2016	Common Stock	36,945	4.5	I	By First Guardian Group I, LLC ⁽⁵⁾
Series A Preferred Stock Warrant (right to buy) (2)	07/01/2013	07/31/2016	Common Stock	3,889	4.5	I	By Satwik Ventures I, LLC Defined Benefit Pension Plan ⁽⁴⁾

Explanation of Responses:

- These securities are automatically convertible into Issuer's common stock on a one-for-one basis upon consummation of Issuer's initial public offering ("IPO") and have no expiration date.
- These warrants will be cashlessly exercised upon consummation of Issuer's IPO.
- Mr. Gupta is a general partner and an investor in Satwik Mezzanine Fund I, LLC. Mr. Gupta disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- These securities are held for the benefit of Mr. Gupta.
- Mr. Gupta is a general partner and an investor in First Guardian Group I, LLC. Mr. Gupta disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

/s/ Douglas Murphy-Chutorian, 02/20/2014
attorney-in-fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Daniel Conger and Douglas Murphy-Chutorian, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or 10% shareholder of Semler Scientific, Inc. (the "Company"), Forms 3, 4, and 5 (including amendments thereto) in accordance with Section 16(a) of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder, and a Form ID, Uniform Application for Access Codes to File on EDGAR, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or Form ID other form or report, and timely file such form (including amendments thereto) or report with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to the Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4, or 5 (including amendments thereto) or Form ID.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("Prior Powers of Attorney"), and the authority of the attorney-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of January, 2014.

By: /s/ Dinesh Gupta
Name: Dinesh Gupta
