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

## FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

# SEMLER SCIENTIFIC, INC.

(Exact name of registrant as specified in its charter)

Delaware

26-1367393

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

2330 NW Everett St. Portland, Oregon 97210

(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered

Name of each exchange on which each class is to be registered

Common Stock, par value \$0.001 per share

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box. S

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box. £

Securities Act registration statement file number to which this form relates: 333-192362

Securities to be registered pursuant to Section 12(g) of the Act: None

#### Item 1. Description of Registrant's Securities to be Registered.

Semler Scientific, Inc. (the "Registrant") hereby incorporates by reference herein the description of its Common Stock, par value \$0.001 per share, to be registered hereunder, contained under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-192362), as originally filed with the Securities and Exchange Commission (the "Commission") on November 15, 2013, including exhibits, and as amended from time to time thereafter (the "Registration Statement"). In addition, the above-referenced description included in any prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

#### Item 2. Exhibits.

In accordance with the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

#### **SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

### SEMLER SCIENTIFIC, INC.

By: /s/ Douglas Murphy-Chutorian

Douglas Murphy-Chutorian, M.D.

Chief Executive Officer

Date: February 7, 2014