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

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

Semler Scientific, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-1367393
(I.R.S. Employer
Identification No.)

2340-2348 Walsh Avenue, Suite 2344
Santa Clara, CA
(Address of Principal Executive Offices)

97210
(Zip Code)

Semler Scientific, Inc. 2014 Stock Incentive Plan
(Full title of the plans)

Douglas Murphy-Chutorian, M.D.
Chief Executive Officer
Semler Scientific, Inc.
2340-2348 Walsh Avenue, Suite 2344
Santa Clara, CA
(Name and address of agent for service)

(877)-774-4211
(Telephone number, including area code, of agent for service)

Copies to:
Marianne Sarrazin, Esq.
Goodwin Procter LLP
Three Embarcadero Center, Floor 28
San Francisco, California 94111
Tel: (415) 733-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This registration statement on Form S-8 relating to the 2014 Stock Incentive Plan (the “2014 Plan”) of Semler Scientific, Inc. is being filed for the purpose of registering additional securities of the same class as other securities for which a registration statement on Form S-8 relating to the 2014 Plan has previously been filed and is effective. Accordingly, pursuant to General Instruction E, the information contained in the registrant’s registration statement on Form S-8 (File No. [333-198891](#) and [333-207779](#)) is hereby incorporated by reference and made a part of this registration statement, except as presented below in Part II, Item 8. Exhibits.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the “SEC”) are hereby incorporated by reference in this registration statement:

- (a) our annual report on [Form 10-K for the fiscal year ended December 31, 2021, as filed with the SEC on March 4, 2022](#); and
- (b) the description of our common stock contained in the our registration statement on [Form 8-A filed with the SEC on September 27, 2021 \(File No. 001-36305\)](#), including any amendments or reports filed for the purpose of updating such description, including Exhibit 4.2 to our annual report.

All documents that the registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this registration statement that indicates that all of the shares of common stock offered have been sold or that deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information filed under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

Exhibit No.	Description
<u>4.1</u>	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the registrant's Form 8-K filed with the SEC on November 2, 2015).</u>
<u>4.2</u>	<u>Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the registrant's Form 8-K filed with the SEC on October 26, 2021).</u>
<u>5.1*</u>	<u>Opinion of Goodwin Procter LLP.</u>
<u>23.1*</u>	<u>Consent of BDO USA, LLP, independent registered public accounting firm.</u>
<u>23.2*</u>	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
<u>24.1*</u>	<u>Power of Attorney (included on signature page of this registration statement).</u>
<u>99.1</u>	<u>Semler Scientific, Inc. 2014 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.2 to the registrant's Form 8-K filed with the SEC on November 2, 2015).</u>
<u>99.2</u>	<u>Form of Stock Option Grant Notice and Option Agreement under the 2014 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Registrant's Form 10-Q filed with the Securities and Exchange Commission on November 3, 2015)</u>
<u>107*</u>	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, California, on March 7, 2022.

Semler Scientific, Inc.

By: /s/ Douglas Murphy-Chutorian, M.D.

Name: Douglas Murphy-Chutorian, M.D.

Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints each of Douglas Murphy-Chutorian and Andrew B. Weinstein as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following person in the capacities and on the date indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas Murphy-Chutorian</u> Douglas Murphy-Chutorian, M.D.	Chief Executive Officer and Director (Principal Executive Officer)	March 7, 2022
<u>/s/ Andrew B. Weinstein</u> Andrew B. Weinstein	Senior Vice President, Finance and Accounting (Principal Financial Officer)	March 7, 2022
<u>/s/ Daniel E. Conger</u> Daniel E. Conger	Vice President, Finance (Principal Accounting Officer)	March 7, 2022
<u>/s/ Arthur N. Leibowitz</u> Arthur N. Leibowitz, M.D., F.A.A.P.	Director	March 7, 2022
<u>/s/ Daniel S. Messina</u> Daniel S. Messina	Director	March 7, 2022
<u>/s/ Cindy H. Moon</u> Cindy H. Moon	Director	March 7, 2022
<u>/s/ Wayne T. Pan</u> Wayne T. Pan, M.D., Ph.D.	Director	March 7, 2022

Goodwin Procter LLP
3 Embarcadero Center
San Francisco, CA 94111
T: 415.733.6000
F: 415.677.9041

March 7, 2022

Semler Scientific, Inc.
2340-2348 Walsh Avenue, Suite 2344
Santa Clara, CA

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 1,176,563 shares (the "Shares") of common stock, \$0.001 par value per share ("Common Stock"), of Semler Scientific, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2014 Stock Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

Goodwin Procter LLP

Consent of Independent Registered Public Accounting Firm

Semler Scientific, Inc.
Santa Clara, California

We hereby consent to the incorporation by reference this Registration Statement of our report dated March 4, 2022, relating to the financial statements of Semler Scientific, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ BDO USA, LLP

New York, New York
March 7, 2022

CALCULATION OF REGISTRATION FEE

Form S-8
(Form Type)

Semler Scientific, Inc.

(Exact name of registrant as specified in its charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share, 2014 Stock Incentive Plan	Rule 457(c) and Rule 457(h)	1,176,563	\$ 48.08	\$ 56,569,149.04	\$ 0.0000927	\$ 5,243.96

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of the registrant's common stock, \$0.001 par value per share, which become issuable under the under the Semler Scientific, Inc. 2014 Stock Incentive Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of the registrant's outstanding shares of common stock.
- (2) The price of \$48.08 per share, which is the average of the high and low sale prices of the common stock on the Nasdaq Stock Market on March 4, 2022, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act.