

---

---

**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 19, 2023**

---

**SEMLER SCIENTIFIC, INC.**  
(Exact name of registrant as specified in its charter)

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

**001-36305**  
(Commission File Number)

**26-1367393**  
(IRS Employer Identification No.)

**2340-2348 Walsh Avenue, Suite 2344**  
**Santa Clara, CA**  
(Address of principal executive offices)

**95051**  
(Zip Code)

Registrant's telephone number, including area code: **(877) 774-4211**

---

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):

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	SMLR	The Nasdaq Stock Market LLC

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**

As previously reported on Form 8-K filed on April 23, 2023, Arthur “Abbie” Leibowitz indicated his intent not to stand for re-election as a Class II director of the board of directors of Semler Scientific, Inc., or Semler Sci, at its year’s Annual Meeting of Stockholders, or the Annual Meeting. Accordingly, Dr. Leibowitz stepped down as a Class II director effective upon the Annual Meeting. Dr. Leibowitz’s resignation was not due to any disagreement on any matter relating to Semler’s operations, policies or practices.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the Annual Meeting on October 19, 2023, Semler Sci’s stockholders approved an amendment to Semler Sci’s amended and restated certificate of incorporation to limit the liability of certain officers of Semler Sci as permitted by recent amendments to Delaware law. The certificate of amendment of Semler Sci’s amended and restated certificate of incorporation, or the Certificate of Amendment, was filed with the Secretary of State of the State of Delaware on October 19, 2023 and became effective upon filing.

The foregoing description is qualified in its entirety by the Certificate of Amendment, which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, Semler Sci’s stockholders voted on four proposals, each of which is described in more detail in Semler Sci’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on September 8, 2023. The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for and against each matter and, if applicable, the number of votes withheld, abstentions and broker non-votes with respect to each matter.

**Proposal 1.** Stockholders elected the following nominee to serve as the Class II Director on Semler Sci’s board of directors until Semler Sci’s 2026 Annual Meeting of Stockholders or until his respective successor has been duly elected and qualified. The voting results for the nominee were as follows:

<b>Director Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Eric Semler	2,991,786	1,510,494	1,017,650

**Proposal 2.** Stockholders approved, on a non-binding advisory basis, the compensation of Semler Sci’s named executive officers. The voting results for were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
4,425,030	43,921	33,371	1,017,608

**Proposal 3.** Stockholders approved an amendment to our amended and restated certificate of incorporation to limit the liability of certain company officers as permitted by recent amendments to Delaware law. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
3,714,519	786,156	1,647	1,017,608

**Proposal 4.** Stockholders ratified the selection of BDO USA, P.C. as Semler Sci’s independent registered public accounting firm for the year ending December 31, 2023. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
5,475,837	37,333	6,760

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**No. Description**

[3.1 Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Semler Scientific, Inc.](#)

104 Cover Page Interactive Data File (Embedded within the Inline XBRL Document).

**SIGNATURES**

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

**SEMLER SCIENTIFIC, INC.**

Date: October 23, 2023

By: /s/ Renae Cormier

Name: Renae Cormier

Title: Chief Financial Officer

---

# Delaware

The First State

**I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE,  
DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE  
CERTIFICATE OF AMENDMENT OF "SEMLER SCIENTIFIC, INC.", FILED IN THIS  
OFFICE ON THE NINETEENTH DAY OF OCTOBER,  
A.D. 2023, AT 2:19 O`CLOCK P.M.**



Jeffrey W. Bullock, Secretary of State

5404039 8100  
SR# 20233771415

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204414749  
Date: 10-19-23

**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF**

**SEMLER SCIENTIFIC, INC.**

(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)

Semler Scientific, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

**ONE:** This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation").

**TWO:** The terms and provisions of this Certificate of Amendment have been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

**THREE:** That Article IX of the Certificate of Incorporation be and hereby is deleted in its entirety and the following is inserted in lieu thereof:

**"ARTICLE IX**

A. Directors. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law or such other law of the State of Delaware as so amended. Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

B. Officers. To the fullest extent permitted by law, an Officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as an Officer. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law or such other law of the State of Delaware as so amended. Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of an Officer of the Corporation existing at the time of, or increase the liability of any Officer of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification. For purposes of this Article Ninth, "Officer" shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b)."

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by a duly authorized officer of the Corporation on this 19th day of October, 2023.

**SEMLER SCIENTIFIC, INC.**

Disciplined by:  
By: Douglas Murphy-Chutorian  
Douglas Murphy-Chutorian

State of Delaware  
Secretary of State  
Division of  
Corporations  
Delivered

02:19PM10/19/2023 FILED  
02:19 PM10/19/2023

SR 20233771415 - FileNumber

