
**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): September 18, 2015

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.)

2330 NW Everett St.
Portland, Oregon
(Address of principal executive offices)

97210
(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))
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Item 1.01. Entry into a Material Definitive Agreement.

On September 18, 2015, Semler Scientific, Inc. and the holders of certain outstanding warrants to purchase shares of its common stock entered into an amendment to extend the expiration dates of such warrants. Pursuant to such amendment, all such warrants now expire July 31, 2023. The holders of such warrants included Douglas-Murphy Chutorian, Chief Executive Officer and Director of Semler Scientific, Inc., as well as Greg S. Garfield, a Director of Semler Scientific, Inc.

The foregoing description of the amendment does not purport to be complete, and is qualified in its entirety by reference to the full text of such amendment, which is filed as an exhibit to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment of Warrants dated September 18, 2015, by and between Semler Scientific, Inc. and the holders named therein

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.

By: /s/ Daniel E. Conger
Name: Daniel E. Conger
Title: VP Finance

Date: September 21, 2015

WARRANT AMENDMENT

This Amendment of Warrants (the “**Amendment**”) is entered into as of September 18, 2015 by and between Semler Scientific, Inc., a Delaware corporation (the “**Company**”), and those holders of outstanding warrants to purchase shares of its common stock named on the signature page hereto (the “**Warranholders**”).

WITNESSETH

WHEREAS, the Company has issued to the Warranholders those warrants, now exercisable for common stock of the Company in accordance with their terms, as set forth on Exhibit A hereto (the “**Warrants**”);

WHEREAS, the Warrants currently expire on such dates as set forth on Exhibit A hereto, and the Company and the Warranholders desire to amend each of the Warrants as set forth herein to amend the expiration dates as provided on Exhibit A hereto;

WHEREAS, the terms of the Warrants provide that such Warrants may only be amended by a written instrument referencing such Warrant and signed by the Company and the holders of Warrants representing not less than a majority of the Shares issuable upon exercise of any and all outstanding Warrants, which majority does not need to include the consent of the holder of such Warrant.

NOW THEREFORE, in consideration of the premises and the mutual covenants herein contained, the receipt and sufficiency of which is hereby acknowledged, parties hereto agree as follows:

A G R E E D

1. Section 8(a) of each of the Warrants is hereby amended and restated, in its entirety, to read as follows:

“(a) 5:00 p.m., Pacific time, on July 31, 2023.”

2. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to the conflicts of law provisions of the State of Delaware, or of any other state. This Amendment may not be altered, amended or modified in any way except by written consent of the Company and the Warranholder; *provided, however*, that each of the Warrants shall continue to be amendable pursuant to its terms. Waiver of any term or provision of this Amendment or forbearance to enforce any term or provision by either party shall not constitute a waiver as to any subsequent breach or failure of the same term or provision or a waiver of any other term or provision of this Amendment. Except as amended hereby, each of the Warrants shall remain in full force and effect. This Amendment may be executed in counterparts, each of which shall be declared an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Amendment of Warrants is executed effective as of the date first written above.

SEMLER SCIENTIFIC, INC.

By: /s/ Daniel E. Conger

Name Daniel E. Conger

Title: VP, Finance

WARRANTHOLDERS

Douglas Murphy Chutorian

/s/ Douglas Murphy-Chutorian

Gregory S. Garfield

/s/ Gregory S. Garfield

Dennis Rosenberg

/s/ Dennis Rosenberg

EXHIBIT A

Warrantholder	# of shares of SMLR common stock subject to Warrant	Current Expiration Date	Amended Expiration Date
Douglas Murphy-Chutorian	16,390	July 31, 2016	July 31, 2023
Douglas Murphy-Chutorian	22,517	July 31, 2016	July 31, 2023
Douglas Murphy-Chutorian	29,890	July 31, 2016	July 31, 2023
Douglas Murphy-Chutorian	65,542	July 31, 2016	July 31, 2023
Douglas Murphy-Chutorian	60,000	July 31, 2016	July 31, 2023
Douglas Murphy-Chutorian	16,875	June 30, 2023	July 31, 2023
Douglas Murphy-Chutorian	25,000	June 30, 2022	July 31, 2023
Gregory S. Garfield	12,000	July 31, 2016	July 31, 2023
Dennis Rosenberg	40,000	July 31, 2016	July 31, 2023
