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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2019

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___ to ___

Commission File Number 001-36305

SEMLER SCIENTIFIC, INC.

(Exact name of registrant as specified in its charter)

Delaware	**26-1367393**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

911 Bern Court, Suite 110
San Jose, CA 95112
(Address of principal executive offices) (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act: None.

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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	☐	Accelerated Filer	☐
Non-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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 1, 2019, there were 6,527,916 shares of the issuer’s common stock, $0.001 par value per share, outstanding.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q contains forward-looking statements. Such forward-looking statements include those that express plans, anticipation, intent, contingency, goals, targets or future development and/or otherwise are not statements of historical fact. These forward-looking statements are based on our current expectations and projections about future events and they are subject to risks and uncertainties known and unknown that could cause actual results and developments to differ materially from those expressed or implied in such statements.

In some cases, you can identify forward-looking statements by terminology, such as “expects,” “anticipates,” “intends,” “estimates,” “plans,” “believes,” “seeks,” “may,” “should,” “continue,” “could” or the negative of such terms or other similar expressions. Accordingly, these statements involve estimates, assumptions and uncertainties that could cause actual results to differ materially from those expressed in them. Any forward-looking statements are qualified in their entirety by reference to the factors discussed throughout this report.

You should read this quarterly report and the documents that we reference herein and therein and have filed as exhibits to this report, completely and with the understanding that our actual future results may be materially different from what we expect. You should assume that the information appearing in this quarterly report is accurate as of the date of this report only. Because the risk factors referred to above could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any forward-looking statements. These risks and uncertainties, along with others, are described above under the heading “Risk Factors” in our annual report on Form 10-K filed with the Securities and Exchange Commission, or SEC, on March 7, 2019. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for us to predict which factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We qualify all of the information presented in this quarterly report, and particularly our forward-looking statements, by these cautionary statements.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

Semler Scientific, Inc.
Condensed Statements of Income
(In thousands of U.S. Dollars, except share and per share data)

	(Unaudited) For the three months ended September 30		(Unaudited) For the nine months ended September 30	
	2019	2018	2019	2018
Revenues	$ 8,902	$ 5,579	$ 23,616	$ 15,526
Operating expenses:				
Cost of revenues	974	615	2,755	1,999
Engineering and product development	617	587	1,777	1,443
Sales and marketing	2,345	1,798	6,626	5,283
General and administrative	1,855	1,033	4,798	2,908
Total operating expenses	5,791	4,033	15,956	11,633
Income from operations	3,111	1,546	7,660	3,893
Interest expense	(2)	(1)	-	(57)
Related party interest expense	-	(74)	-	(206)
Other expense	(1)	(3)	(3)	(4)
Other expense	(3)	(78)	(3)	(267)
Income before income taxes	3,108	1,468	7,657	3,626
Income tax (benefit) provision	(4,671)	-	(4,594)	-
Net income	$ 7,779	$ 1,468	$ 12,251	$ 3,626
Net income per share:				
Basic	$ 1.20	$ 0.24	$ 1.91	$ 0.60
Diluted	$ 0.96	$ 0.19	$ 1.51	$ 0.48
Weighted average number of shares used in computing: basic and diluted income per share				
Basic	6,492,501	6,086,489	6,410,588	5,998,460
Diluted	8,108,053	7,927,788	8,121,996	7,611,961

See accompanying notes to unaudited condensed financial statements.

Semler Scientific, Inc.
Condensed Balance Sheets
(In thousands of U.S. Dollars, except share and per share data)

	(*Unaudited*) September 30, 2019	December 31, 2018
Assets		
Current Assets:		
Cash	$ 8,542	$ 3,284
Trade accounts receivable, net of allowance for doubtful accounts of $36 and $52, respectively	3,271	2,801
Prepaid expenses and other current assets	274	153
Total current assets	12,087	6,238
Assets for lease, net	1,826	1,243
Property and equipment, net	220	223
Long-term deposits	15	15
Long-term deferred tax assets	4,709	-
Total assets	$ 18,857	$ 7,719
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 669	$ 280
Accrued expenses	2,909	2,797
Deferred revenue	1,169	435
Total current liabilities	4,747	3,512
Long-term liabilities:		
Deferred rent	8	11
Total long-term liabilities	8	11
Stockholders' equity:		
Common stock, $0.001 par value; 50,000,000 shares authorized; 6,552,916 and 6,349,985 shares issued, and 6,527,916 and 6,324,985 outstanding (treasury shares of 25,000 and 25,000), respectively	7	6
Additional paid-in capital	23,262	25,608
Accumulated deficit	(9,167)	(21,418)
Total stockholders' equity	14,102	4,196
Total liabilities and stockholders' equity	$ 18,857	$ 7,719

See accompanying notes to unaudited condensed financial statements.

Semler Scientific, Inc.
Statements of Stockholders' Equity (Deficit)
(In thousands of U.S. Dollars, except share and per share data)

For the Three Months Ended September 30, 2018

	Common Stock		Treasury Stock				
	Shares Issued	Common Stock Amount	Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Total Stockholder's Equity
Balance at June 30, 2018	**6,048,397**	**$ 6**	**(25,000)**	**$ -**	**$ 24,484**	**$ (24,274)**	**$ 216**
Issuance of Common Stock	12,943	-	-	-	294	-	294
Warrant Exercises	26,139	-	-	-	-	-	-
Stock Option Exercises	110,815	-	-	-	195	-	195
Stock-based Compensation	-	-	-	-	139	-	139
Net income for three months ended September 30, 2018	-	-	-	-	-	1,468	1,468
Balance at September 30, 2018	**6,198,294**	**$ 6**	**(25,000)**	**$ -**	**$ 25,112**	**$ (22,806)**	**$ 2,312**

For the Three Months Ended September 30, 2019

	Common Stock		Treasury Stock				
	Shares Issued	Common Stock Amount	Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Total Stockholder's Equity
Balance at June 30, 2019	**6,484,414**	**$ 6**	**(25,000)**	**$ -**	**$ 23,161**	**$ (16,946)**	**$ 6,221**
Warrant Exercises	13,670	-	-	-	-	-	-
Stock Option Exercises	54,832	1	-	-	15	-	16
Stock-based Compensation	-	-	-	-	86	-	86
Net income for three months ended September 30, 2019	-	-	-	-	-	7,779	7,779
Balance at September 30, 2019	**6,552,916**	**$ 7**	**(25,000)**	**$ -**	**$ 23,262**	**$ (9,167)**	**$ 14,102**

See accompanying notes to unaudited condensed financial statements.

For the Nine Months Ended September 30, 2018

	Common Stock		Treasury Stock				
	Shares Issued	Common Stock Amount	Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Total Stockholder's Equity / (Deficit)
Balance at December 31, 2017	**5,902,244**	**$ 6**	**(25,000)**	**$ -**	**$ 23,843**	**$ (26,432)**	**$ (2,583)**
Issuance of Common Stock	12,943	-	-	-	294	-	294
Warrant Exercises	66,914	-	-	-	64	-	64
Stock Option Exercises	216,193	-	-	-	440	-	440
Stock-based Compensation	-	-	-	-	471	-	471
Net income for nine months ended September 30, 2018	-	-	-	-	-	3,626	3,626
Balance at September 30, 2018	**6,198,294**	**$ 6**	**(25,000)**	**$ -**	**$ 25,112**	**$ (22,806)**	**$ 2,312**

For the Nine Months Ended September 30, 2019

	Common Stock		Treasury Stock				
	Shares Issued	Common Stock Amount	Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Total Stockholder's Equity
Balance at December 31, 2018	**6,349,985**	**6**	**(25,000)**	**-**	**25,608**	**(21,418)**	**4,196**
Warrant Repurchase	-	-	-	-	(2,687)	-	(2,687)
Warrant Exercises	36,197	-	-	-	-	-	-
Stock Option Exercises	166,734	1	-	-	59	-	60
Stock-based Compensation	-	-	-	-	282	-	282
Net income for nine months ended September 30, 2019	-	-	-	-	-	12,251	12,251
Balance at September 30, 2019	**6,552,916**	**$ 7**	**(25,000)**	**$ -**	**$ 23,262**	**$ (9,167)**	**$ 14,102**

See accompanying notes to unaudited condensed financial statements.

Semler Scientific, Inc.
Condensed Statements of Cash Flows
(In thousands of U.S. Dollars)

	(Unaudited) Nine months ended September 30	
	2019	**2018**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 12,251	$ 3,626
Reconciliation of Net Income to Net Cash Provided by Operating Activities:		
Amortization of debt discount	-	22
Accretion of non-cash interest	-	200
Depreciation	470	373
Deferred income tax	(4,709)	-
Loss on disposal of property and equipment	-	2
Loss on disposal of assets for lease	159	150
Bad debt expense	42	39
Stock-based compensation expense	282	470
Changes in Operating Assets and Liabilities:		
Trade accounts receivable	(512)	(1,165)
Prepaid expenses and other assets	(122)	(60)
Accounts payable	389	(237)
Accrued expenses	109	(609)
Deferred revenue	734	(160)
Net Cash Provided by Operating Activities	9,093	2,651
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property and equipment	(106)	(131)
Proceeds from disposal of property and equipment	-	1
Purchase of assets for lease, net	(1,102)	(323)
Net Cash Used in Investing Activities	(1,208)	(453)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repurchase of warrants	(2,687)	-
Exercise of warrants	-	64
Exercise of stock options	60	440
Payments of loans payable	-	(1,072)
Net Cash Used in Financing Activities	(2,627)	(568)
INCREASE IN CASH	5,258	1,630
CASH, BEGINNING OF PERIOD	3,284	1,457
CASH, END OF PERIOD	$ 8,542	$ 3,087
Cash paid for interest	$ -	$ 192
Retirement of related party loans payable through common stock issuance	$ -	$ 294

See accompanying notes to unaudited condensed financial statements

1. Basis of Presentation

Semler Scientific, Inc., a Delaware corporation ("Semler" or "the Company"), prepared the unaudited interim financial statements included in this report in accordance with United States generally accepted accounting principles ("GAAP") and applicable rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. As such, the information included in this quarterly report on Form 10-Q should be read in conjunction with the audited financial statements and notes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2018 filed with the SEC on March 7, 2019 (the "Annual Report"). In the opinion of management, these financial statements include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of the financial position, results of operations and cash flows for the periods presented. The results of operations for the interim periods shown in this report are not necessarily indicative of the results that may be expected for any future period, including the full year.

Recently Issued Accounting Pronouncements

Accounting Pronouncements Recently Adopted

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2014-09, Revenue from Contracts with Customers ("ASU No. 2014-09"). The amendment in this ASU provides guidance on the revenue recognition to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The core principle of this update provides guidance to identify the performance obligations under the contract(s) with a customer and how to allocate the transaction price to the performance obligations in the contract. It further provides guidance to recognize revenue when (or as) the entity satisfies a performance obligation. This standard replaced most existing revenue recognition guidance. On August 8, 2015, the FASB issued ASU 2015-14, which deferred the effective date of ASU No. 2014-09 by one year, and permits early adoption as long as the adoption date is not before the original public entity effective date. Since the issuance of ASU 2014-09, the FASB has issued several amendments that clarify certain points, including ASU 2016-08, Principal versus Agent Considerations (Reporting Revenue Gross versus Net), ASU 2016-10, Revenue from Contracts with Customers (Topic 606), Identifying Performance Obligations and Licensing ("Topic 606"), ASU 2016-11, Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 Emerging Issues Task Force Meeting, and ASU 2016-12, Narrow-Scope Improvements and Practical Expedients, and ASU No. 2016-20, Technical Corrections and Improvements to Topic 606. The updated revenue standard allows two methods of adoption: (1) retrospectively to each prior period presented ("full retrospective method"), or (2) retrospectively with the cumulative effect recognized in retained earnings as of the date of adoption ("modified retrospective method"). The new standard further requires new disclosures about contracts with customers, including the significant judgments the company has made when applying the guidance. The Company adopted the new standard effective January 1, 2019, using the modified retrospective method. The Company determined that the adoption of this new standard did not have a material impact on its financial statements.

Topic 606 affects revenue recognition for the Company's variable license fee contracts, which represents approximately $2,660 and $1,375 of revenues for the three-month periods ended September 30, 2019 and 2018, respectively, and approximately $6,166 and $3,384 of revenues for the nine-month periods ended September 30, 2019 and 2018, respectively. Essentially all of the variable license fee contracts are with large healthcare organizations. The remainder of the revenue is earned from leasing the Company's testing product for a fixed monthly fee, which is not subject to Topic 606. It was determined that the impact of the new standard has no effect on the way revenue was currently being recognized. Reusable hardware equipment or accessories may be provided to a customer for a set price and then use of the associated software is billed to the customer monthly based on volume of use. Under this scenario, revenue is recognized when and only when the customer uses the product. The Company is rendering a service and recognizes revenue in direct proportion to how much service is rendered. The sale of the equipment or accessories is recognized as hardware sales upon shipment to the customer. The initial contract is for a specified time period with automatic renewal each period thereafter until canceled. In case there is a violation of any term of the contract, the Company may deactivate the service remotely, so that the customer cannot continue to use the product.

Accounting Pronouncements Not Yet Adopted

In January 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) ("ASU No. 2016-02"). Under the new guidance in ASU No. 2016-02, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date: 1) A lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and 2) A right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged, however, certain targeted improvements were made. ASU No. 2016-02 also simplifies the accounting for sale and leaseback transactions. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. Lessees and lessors may not apply a full retrospective transition approach. The new standard also requires expanded disclosures regarding leasing arrangements. In July 2018, the FASB issued ASU No. 2018-11, Leases (Topic 842): Targeted Improvements ("ASU No. 2018-11"). ASU No. 2018-11 provides another transition method in addition to the existing transition method by allowing entities to initially apply the new leases standard at the adoption date and recognize a cumulative effect adjustment to the opening balance of retained earnings in the period of adoption. This ASU also provides further guidance on lessors accounting policy election to not separate non-lease components from the associated lease components and limits this to circumstances in which the non-lease component or components otherwise would be accounted for under the new revenue guidance and both (1) the timing and pattern of transfer are the same for the non-lease component(s) and associated lease component, and (2) the lease component, if accounted for separately, would be classified as a an operating lease. In December 2018, the FASB issued ASU No. 2018-20, Leases (Topic 842): Narrow-Scope Improvements for Lessors. This ASU provide narrow scope improvements for lessor accounting by permitting lessors, as an accounting policy election, to treat certain sales taxes and other similar taxes as lessee costs, to exclude lessor costs paid by lessees directly to third parties from variable payments, and clarify the accounting by lessors for variable payments that related to both a lease component and a non-lease component. In January 2019, the FASB issued ASU No. 2019-01, Leases Codification Improvements, which reinstates the exception for lessors that are not manufacturers or dealers for determining fair value of the leased property as the underlying asset's cost, clarifies the presentation on the statement of cash flows for sales type and direct financing leases for lessors that are depository and lending institutions and clarifies the transition disclosures related to accounting changes and error corrections in the year of adoption of the ASU. The Company will adopt the new standard on December 31, 2019 upon expiration of their status as an emerging growth company using the modified retrospective approach and the optional transition method under ASU No. 2018-11. The Company evaluated the impact of the new accounting standard on its lease contracts with customers and determined that there will be no impact to the accounting and revenue recognition under these lease contracts with customers. As for leases for which the Company is the lessee, management reviewed its lease obligations and determined that the Company generally does not enter into long-term lease obligations with the exception of its office leases. The Company is a lessee on certain real estate leases that will need to be reported as right of use assets and liabilities related to these leases in the Company's financial statements on the date of adoption. The Company is in the process of determining the amounts to be recorded on adoption related to these leases and does not anticipate that adoption of this new standard will have a material impact on its financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("Topic 326"). This ASU requires timelier recording of credit losses on loans and other financial instruments held. Instead of reserves based on a current probability analysis, Topic 326 requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. All organizations will now use forward-looking information to better inform their credit loss estimates. Topic 326 requires enhanced disclosures regarding significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an organization's portfolio. These disclosures include qualitative and quantitative requirements that provide information about the amounts recorded in the financial statements. In addition, Topic 326 amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. In April 2019, the FASB issued ASU2019-04 Codification Improvements to Topic 326, Financial Instruments—Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments to introduce amendments which will affect the recognition and measurement of financial instruments, including derivatives and hedging. In May 2019, the FASB issued ASU 2019-05, Financial Instruments – Credit Losses (Topic 326); Targeted Transition Relief. The amendments in this ASU provide entities that have certain instruments within the scope of Subtopic 326-20 with an option to irrevocably elect the fair value option in Subtopic 825-10, applied on an instrument-by-instrument basis for eligible instruments upon adoption of Topic 326. This standard and related amendments are effective for the Company's fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company will adopt the new standard in the first quarter of fiscal year 2020. The Company does not anticipate this new standard will have a material impact on its financial statements.

In June 2018, the FASB issued ASU No. 2018-07, Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting ("ASU 2018-07"). This ASU expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements of Topic 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the attribution of costs. The ASU specifies that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards. This standard is effective for the Company's annual periods beginning after December 15, 2019, including interim periods within those fiscal years. The Company will adopt the new standard in the first quarter of fiscal year 2020. The Company does not anticipate this new standard will have a material impact on its financial statements.

(In thousands of U.S. Dollars, except share and per share data)

In August 2018, the FASB issued ASU No. 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement. The amendments in this ASU modify the disclosure requirements on fair value measurements removing the requirements to disclosure amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, the policy for timing of transfers between levels, and the valuation processes for Level 3 fair value measurements. In addition, it modified certain disclosures related to Level 3 fair value measurements and added additional disclosures regarding the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements and the changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period. This update is effective for the Company's annual periods beginning after December 15, 2019, including interim periods within those fiscal years. The Company will adopt the new standard in the first quarter of fiscal year 2020. The Company does not anticipate this update to have a material impact on its financial statements.

2. Assets for Lease, net

Assets for lease consist of the following:

	September 30, 2019	December 31, 2018
Assets for lease	$ 3,047	$ 2,218
Less: accumulated depreciation	(1,221)	(975)
Assets for lease, net	$ 1,826	$ 1,243

Depreciation expense amounted to $124 and $97 for the three months ended September 30, 2019 and 2018, respectively. Depreciation expense amounted to $361 and $296 for the nine months ended September 30, 2019 and 2018, respectively. Reduction to accumulated depreciation for returned items was $38 and $24 for the three months ended September 30, 2019 and 2018, respectively. Reduction to accumulated depreciation for returned items was $115 and $85 for the nine months ended September 30, 2019 and 2018, respectively. The Company recognized a loss on disposal of assets for lease in the amount of $62 and $43 for the three months ended September 30, 2019 and 2018, respectively. The Company recognized a loss on disposal of assets for lease in the amount of $159 and $150 for the nine months ended September 30, 2019 and 2018, respectively.

3. Property and Equipment, net

Capital assets consist of the following:

	September 30, 2019	December 31, 2018
Capital assets	$ 563	$ 457
Less: accumulated depreciation	(343)	(234)
Capital assets, net	$ 220	$ 223

Depreciation expense amounted to $38 and $27 for the three months ended September 30, 2019 and 2018, respectively. Depreciation expense amounted to $109 and $77 for the nine months ended September 30, 2019 and 2018, respectively.

(In thousands of U.S. Dollars, except share and per share data)

4. Accrued Expenses

Accrued expenses consist of the following:

	September 30, 2019	December 31, 2018
Compensation	$ 2,344	$ 2,442
Accrued Taxes	185	81
Miscellaneous accruals	380	274
Total accrued expenses	$ 2,909	$ 2,797

5. Concentration of Credit Risk

Credit risk is the risk of loss from amounts owed by the financial counterparties. Credit risk can occur at multiple levels; as a result of broad economic conditions, challenges within specific sectors of the economy, or from issues affecting individual companies. Financial instruments that potentially subject the Company to credit risk consist of cash and accounts receivable.

The Company maintains cash with major financial institutions. The Company's cash consists of bank deposits held with banks that, at times, exceed federally insured limits. The Company limits its credit risk by dealing with counterparties that are considered to be of high credit quality and by performing periodic evaluations of the relative credit standing of these financial institutions.

Management periodically monitors the creditworthiness of its customers and believes that it has adequately provided for any exposure to potential credit loss. For the three months ended September 30, 2018, two customers accounted for 51.8% and 22.2% of the Company's revenue, respectively. For the nine months ended September 30, 2018, two customers accounted for 53.1% and 19.4% of the Company's revenue, respectively. For the three months ended September 30, 2019, three customers accounted for 47.0%, 15.7% and 12.4% of the Company's revenue, respectively. For the nine months ended September 30, 2019, three customers accounted for 50.7%, 12.9% and 12.8% of the Company's revenue, respectively. As of December 31, 2018, two customers accounted for 43.5% and 40.4% of the Company's accounts receivable, respectively. As of September 30, 2019, three customers accounted for 30.8%, 22.6% and 16.6% of the Company's accounts receivable, respectively. The Company's largest customer in terms of revenues for the three months ended September 30, 2019 and accounts receivable as of September 30, 2019 is a U.S. diversified healthcare company and its affiliated plans.

As of December 31, 2018, two vendors accounted for 11.0% and 10.8% of the Company's accounts payable, respectively. As of September 30, 2019, four vendors accounted for 15.4%, 12.3%, 10.9%, and 10.3% of the Company's accounts payable, respectively.

6. Commitments and Contingencies

Facilities Leases

The Company recognized facilities lease expenses of $17 and $17 for the three months ended September 30, 2019 and 2018, respectively. The Company recognized facilities lease expenses of $51 and $52 for the nine months ended September 30, 2019 and 2018, respectively.

Indemnification Obligations

The Company enters into agreements with customers, partners, lenders, consultants, lessors, contractors, sales representatives and parties to certain transactions in the ordinary course of the Company's business. These agreements may require the Company to indemnify the other party against third party claims alleging that its product infringes a patent or copyright. Certain of these agreements require the Company to indemnify the other party against losses arising from: a breach of representations or covenants, claims relating to property damage, personal injury or acts or omissions of the Company, its employees, agents or representatives. The Company has also agreed to indemnify the directors and certain of the officers and employees in accordance with the by-laws of the Company. These indemnification provisions will vary based upon the nature and terms of the agreements. In many cases, these indemnification provisions do not contain limits on the Company's liability, and the occurrence of contingent events that will trigger payment under these indemnities is difficult to predict. As a result, the Company cannot estimate its potential liability under these indemnities. The Company believes that the likelihood of conditions arising that would trigger these indemnities is remote and, historically, the Company had not made any significant payment under such indemnification provisions. Accordingly, the Company has not recorded any liabilities relating to these agreements. In certain cases, the Company has recourse against third parties with respect to the aforesaid indemnities, and the Company believes it maintains adequate levels of insurance coverage to protect the Company with respect to potential claims arising from such agreements.

7. Warrant Repurchase – Related Party

On May 3, 2019, the Company entered into a Warrant Repurchase Agreement with the Murphy-Chutorian Family Trust U/D/T dated January 13, 1997, of which Douglas Murphy-Chutorian, M.D., the Company's director and chief executive officer is co-Trustee with his spouse and of which he is a beneficiary. Pursuant to the warrant repurchase agreement, the Company repurchased a warrant to acquire 65,542 shares of the Company's common stock held by the trust, which warrant had an exercise price equal to $4.50 per share and an expiration date of July 31, 2023, at an aggregate purchase price of $2,687. The purchase price reflects the difference between the aggregate exercise price of the warrant and the aggregate fair market value of the shares underlying the warrant, based on the last trade price of the Company's common stock on May 3, 2019, the date of the warrant repurchase agreement. Following the warrant repurchase, the warrant was cancelled and is no longer issued and outstanding.

8. Stock Option Plan

The Company's stock-based compensation program is designed to attract and retain employees while also aligning employees' interests with the interests of its stockholders. Stock options have been granted to employees under the stockholder-approved 2007 Key Person Stock Option Plan ("2007 Plan") or the stockholder-approved 2014 Stock Incentive Plan ("2014 Plan"). Stockholder approval of the 2014 Plan became effective in September 2014. The 2014 Plan originally provided that the aggregate number of shares of common stock that may be issued pursuant to awards granted under the 2014 Plan may not exceed 450,000 shares (the "Share Reserve"), however in October 2015, the stockholders approved a 1,500,000 increase to the Share Reserve. In addition, the Share Reserve automatically increases on January 1st of each year, for a period of not more than 10 years, beginning on January 1st of the year following the year in which the 2014 Plan became effective and ending on (and including) January 1, 2024, in an amount equal to 4% of the total number of shares of common stock outstanding on December 31st of the preceding calendar year. The Company's Board of Directors may act prior to January 1st of a given year to provide that there will be no January 1st increase in the Share Reserve for such year or that the increase in the Share Reserve for such year will be a lesser number of shares of common stock than would otherwise occur. On January 1, 2015, the Share Reserve increased by 188,640 shares due to the automatic 4% increase. On January 1, 2016, the Share Reserve increased by 204,943 shares due to the automatic 4% increase. On January 1, 2017, the Share Reserve increased by 204,943 shares due to the automatic 4% increase. On January 1, 2018, the Share Reserve increased by 235,090 shares due to the automatic 4% increase. The Share Reserve is currently 2,783,616 shares as of September 30, 2019.

In light of stockholder approval of the 2014 Plan, the Company no longer grants equity awards under the 2007 Plan. As of September 30, 2019, 0 shares of an aggregate total of 407,500 shares were available for future stock-based compensation grants under the 2007 Plan and 996,968 shares of an aggregate total of 2,783,616 shares were available for future stock-based compensation grants under the 2014 Plan.

Aggregate intrinsic value represents the difference between the closing market value as of September 30, 2019 of the underlying common stock and the exercise price of outstanding, in-the-money options. A summary of the Company's stock option activity and related information for the nine months ended September 30, 2019 is as follows:

	Options Outstanding			
	Number of Stock Options Outstanding	**Weighted Average Exercise Price**	**Weighted Average Remaining Contractual Term (In Years)**	**Aggregate Intrinsic Value (in thousands)**
Balance, January 1, 2019	**1,761,447**	**$ 3.18**	**6.84**	**$ 55,000**
Options exercised	(176,365)	2.72		
Balance, September 30, 2019	**1,585,082**	**$ 3.23**	**6.11**	**$ 61,460**
Exercisable as of September 30, 2019	**1,451,359**	**$ 3.05**	**5.96**	**$ 56,535**

(In thousands of U.S. Dollars, except share and per share data)

The total compensation cost related to unvested stock option awards not yet recognized was $515 as of September 30, 2019. The weighted average period over which the total unrecognized compensation cost related to these unvested stock awards will be recognized is 1.13 years. The weighted average fair value of options granted during the nine months ended September 30, 2018 was $5.97 per share, or an aggregate grant date fair value of $806. There were no options granted during the nine months ended September 30, 2019.

On January 2, 2018, the Compensation Committee of the Company's Board of Directors granted, and the full Board ratified, an option to acquire an aggregate of 125,000 shares under the 2014 Plan to the Company's CEO. This option vests 25% on the one-year anniversary of the grant date and monthly thereafter for 36 months, such that the option is vested in full on the four-year anniversary of the grant date. On January 2, 2018, the Company's Compensation Committee granted, and the full Board ratified, options to each of the then-seated non-employee Directors to acquire 5,000 shares, for an aggregate of 10,000 shares, under the 2014 Plan. These options vest on the one-year anniversary of their grant date. On February 28, 2018, the Compensation Committee of the Company's Board of Directors accelerated the vesting on stock options issued to consultants such that all unvested shares were vested on that date. This resulted in a one-time expense of $49 during the three months ended March 31, 2018.

Determining the Fair Value of Stock Options

The Company uses the Black-Scholes pricing model to determine the fair value of stock options. The fair value of each option grant is estimated on the date of the grant. There were no stock options granted during the nine months ended September 30, 2019. There were no stock options granted during the three months ended September 30, 2018. There were 135,000 stock options granted during the nine months ended September 30, 2018. The following assumptions for the periods presented were:

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Expected term (in years)	-	-	-	5
Risk-free interest rate	-%	-%	-%	2.02%
Expected volatility	-%	-%	-%	0.99%
Expected dividend rate	-%	-%	-%	-%

The assumptions are based on the following for each of the periods presented:

Valuation Method — The Company estimates the fair value of its stock options using the Black-Scholes option pricing model.

Expected Term — The Company estimates the expected term consistent with the simplified method identified by the SEC. The Company elected to use the simplified method because of its limited history of stock option exercise activity and its stock options meet the criteria of the "plain-vanilla" options as defined by the SEC. The simplified method calculates the expected term as the average of the vesting and contractual terms of the award.

Volatility — The Company derives this number from the historical stock volatilities of the Company's stock over a period approximately equal to the expected term of the options.

Risk-free Interest Rate — The risk-free interest rate is based on median U.S. Treasury zero coupon issues with remaining terms similar to the expected term on the options.

Expected Dividend — The Company has never declared or paid any cash dividends and does not plan to pay cash dividends in the foreseeable future, and therefore, used an expected dividend yield of zero in the valuation model.

Forfeiture — Beginning in the first quarter of 2017, the Company implemented ASU 2016-09, and elected to true-up calculations at the time of forfeiture, rather than creating an estimate at the time of option issuance.

The Company has recorded an expense of $86 and $139 as it relates to stock-based compensation for the three months ended September 30, 2019 and 2018, respectively. The Company has recorded an expense of $282 and $470 as it relates to stock-based compensation for the nine months ended September 30, 2019 and 2018, respectively:

(In thousands of U.S. Dollars, except share and per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Cost of Revenue	$ 1	$ 1	$ 1	$ 1
Engineering and Product Development	2	9	14	26
Sales and Marketing	7	23	39	74
General and Administrative	76	106	228	369
Total	$ 86	$ 139	$ 282	$ 470

9. Net Income Per Share, Basic and Diluted

Basic earnings per share ("EPS") represent net income attributable to common stockholders divided by the weighted average number of common shares outstanding during the measurement period. Diluted EPS represents net income attributable to common stockholders divided by the weighted average number of common shares outstanding during the measurement period while also giving effect to all potentially dilutive common shares that were outstanding during the period using the treasury stock method.

Basic and diluted EPS is calculated as follows:

	Three months ended September 30,					
	2019			2018		
	Shares	Net Income	EPS	Shares	Net Income	EPS
Basic EPS	6,492,501	$ 7,779	$ 1.20	6,086,489	$ 1,468	$ 0.24
Common stock warrants	155,490	-		354,420	-	
Common stock options	1,460,062	-		1,486,897	-	
Diluted EPS	8,108,053	$ 7,779	$ 0.96	7,927,788	$ 1,468	$ 0.19

	Nine months ended September 30,					
	2019			2018		
	Shares	Net Income	EPS	Shares	Net Income	EPS
Basic EPS	6,410,588	$ 12,251	$ 1.91	5,998,460	$ 3,626	$ 0.60
Common stock warrants	190,144	-		308,529	-	
Common stock options	1,521,264	-		1,304,972	-	
Diluted EPS	8,121,996	$ 12,251	$ 1.51	7,611,961	$ 3,626	$ 0.48

There were no weighted average shares outstanding of common stock equivalents excluded from the computation of diluted net income per share for the three or nine months ended September 30, 2019 and 2018.

10. Income Tax Benefit

The Company's income tax provision (benefit) for the three and nine months ended September 30, 2019 and September 30, 2018 reflects its estimate of the effective tax rates expected to be applicable for the full year, adjusted for any discrete events that are recorded in the period in which they occur. The estimates are re-evaluated each quarter based on the estimated tax expense for the full year. During the three months ended September 30, 2019, management determined there was sufficient positive evidence that it was more likely than not that the federal and state net operating loss ("NOL") carryforwards and other related deferred tax assets would be realized and therefore, released the valuation allowance against the deferred tax assets.

The Company recorded a tax benefit of approximately $4,671 and a tax provision of $0 for the three months ended September 30, 2019 and 2018, respectively. The Company recorded a tax benefit of approximately $4,594 and a tax provision of $0 for the nine months ended September 30, 2019 and 2018, respectively, representing effective tax rates of (60)% and 0%, respectively. The tax benefit during the three and nine months ended September 30, 2019 was primarily due to the release of valuation allowances of approximately $5,338.

The difference between the U.S. federal statutory tax rate of 21% and the Company's effective tax rate of (60)% for the nine months ended September 30, 2019 is primarily due to the release of the allowance against the deferred tax assets referred to above. In addition, the currently expected annual tax rate takes into account actual year-to-date pre-tax and taxable income as well as expected activity through December 31, 2019. Expected activity for the fourth quarter 2019 does not include certain discrete transactions as deductions for stock options that might be exercised in the fourth quarter, and accordingly the year-end effective tax rate may differ from current expectations. The difference between the U.S. Federal statutory rate of 21% and the Company's effective tax rate of 0% for the nine months ended September 30, 2018 was due primarily to NOL carryforwards that offset potential current taxes for which a full valuation allowance had been previously provided.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis should be read together with our condensed unaudited financial statements and the related notes appearing elsewhere in this quarterly report on Form 10-Q and with the audited financial statements and notes for the fiscal year ended December 31, 2018, and the information under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K filed with the SEC on March 7, 2019, or the Annual Report. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. See "Cautionary Note Regarding Forward-Looking Statements" for a discussion of the uncertainties, risks and assumptions associated with these statements. Actual results and the timing of events could differ materially from those discussed in our forward-looking statements as a result of many factors, including those set forth under "Risk Factors" in our Annual Report.

Overview

We are an emerging growth company providing technology solutions to improve the clinical effectiveness and efficiency of healthcare providers. Our mission is to develop, manufacture and market innovative proprietary products and services that assist our customers in evaluating and treating chronic diseases. In 2011, we began commercializing our first patented and U.S. Food and Drug Administration, or FDA, cleared product, which measured arterial blood flow in the extremities to aid in the diagnosis of peripheral arterial disease, or PAD. In March 2015, we received FDA 510(k) clearance for the next generation version of our product, QuantaFlo™, which we began commercializing in August 2015. We believe our products and services position us to provide valuable information to our customer base, which in turn permits them to better guide patient care.

In the three months ended September 30, 2019, we had total revenues of $8,902,000 and net income of $7,779,000 compared to total revenues of $5,579,000 and net income of $1,468,000 in the same period in 2018. In the nine months ended September 30, 2019, we had total revenues of $23,616,000 and net income of $12,251,000 compared to total revenues of $15,526,000 and net income of $3,626,000 in the same period in 2018.

Emerging Growth Company Elections

The JOBS Act provides that an emerging growth company, such as our company, can take advantage of an extended transition period for complying with new or revised accounting standards. This allows an emerging growth company to delay the adoption of these accounting standards until they would otherwise apply to private companies. We have elected to avail ourselves of this exemption. As a result, our financial statements may not be comparable to other public companies that comply with public company effective dates. In the future, we may elect to opt out of the extended period for adopting new accounting standards. If we do so, we would need to disclose such decision and it would be irrevocable. We expect to cease being an emerging growth company as of December 31, 2019, the last day of the fiscal year following the fifth anniversary of our initial public offering.

Factors Affecting Future Results

We have not identified any factors that have a recurring effect that are necessary to understand period to period comparisons as appropriate, nor any one-time events that have an effect on the financials.

Results of Operations

Three Months Ended September 30, 2019 Compared to Three Months Ended September 30, 2018

Revenues

We had revenues of $8,902,000 for the three months ended September 30, 2019, an increase of $3,323,000, or 60%, compared to $5,579,000 in the same period in 2018. Our revenues are primarily from fees charged to customers for use of our vascular testing products and from sales of accessories used with these products. We recognized revenues of $8,612,000 from fees for our vascular testing products for the three months ended September 30, 2019, an increase of $3,086,000 compared to $5,526,000 in the same period of the prior year. Of these fees, approximately $5,951,000 were from fixed price software license fees, and approximately $2,660,000 from variable price software license fees. The remainder was from other items, such as the sale of equipment, supplies or accessories sales, which were $291,000 in the three months ended September 30, 2019, as compared to $53,000 in the same period of the prior year.

Revenues from fees for vascular testing products are recognized monthly for each unit installed with a customer, and primarily represent licensing fees for software, which are usually billed as a fixed monthly fee or as a variable usage-based monthly fee. The primary reason for the increase in revenues was growth in the number of installed units from both new customers and established customers, which we believe is the result of our sales and marketing efforts.

Operating expenses

We had total operating expenses of $5,791,000 for the three months ended September 30, 2019, an increase of $1,758,000, or 44% compared to $4,033,000 in the same period of the prior year. The primary reason for this change was increased compensation of the sales team, as well as an increase in our field sales, technical support personnel headcount and administration expenses to service our expanding number of customers. The changes in the various components of our operating expenses are described below.

Cost of revenues

We had cost of revenues of $974,000 for the three months ended September 30, 2019, an increase of $359,000, or 58%, compared to $615,000 in the same period of the prior year. The primary reason for this change was increased costs due to increased sales volume of, placement of and technical support for installations in the field. These increases were partially offset by lower depreciation per unit per month as a greater percentage of installations were software and sensor only rather than laptop, software and sensor, as well as lower residual value for retired units. As a percentage of revenues, cost of revenues was 11% for both periods.

Engineering and product development expense

We had engineering and product development expense of $617,000 for the three months ended September 30, 2019, an increase of $30,000, or 5%, compared to $587,000 in the same period of the prior year, as we continued work on ongoing product development and customization efforts.

Sales and marketing expense

We had sales and marketing expense of $2,345,000 for the three months ended September 30, 2019, an increase of $547,000, or 30%, compared to $1,798,000 in the same period of the prior year. The increase was primarily due to higher sales compensation and personnel expense, as well as increased headcount and expense, each associated with a growing business.

General and administrative expense

We had general and administrative expense of $1,855,000 for the three months ended September 30, 2019, an increase of $822,000, or 80%, compared to $1,033,000 in the same period of the prior year. The increase was primarily due to the growth in our business, which led to increased expenses to support a growing company, including higher infrastructure costs, insurance and other professional fees, as well as higher compensation and personnel expense.

Other expense

We had other expense of $3,000 for the three months ended September 30, 2019, a decrease of $75,000, or 96%, compared to other expense of $78,000 in the same period of the prior year. The decrease was primarily due to a decrease in interest expense of $73,000 associated with retirement of notes payable.

Income tax benefit

We had an income tax benefit of $4,671,000 for the three months ended September 30, 2019, which included current tax expense of $38,000 related to the period, offset by a $4,709,000 benefit relating to the release of the entire allowance against deferred tax assets. The remaining valuation allowance was released due to our recent history of eight straight quarters of positive income before income taxes, resulting in a credit to income tax expense. Due to full release of the valuation allowance, income in future periods may also result in tax expense.

Net income

For the foregoing reasons, we had net income of $7,779,000, or $1.20 per basic share and $0.96 per diluted share, for the three months ended September 30, 2019, an increase of $6,311,000, or 430%, compared to a net income of $1,468,000, or $0.24 per basic share and $0.19 per diluted share, for the same period of the prior year. We had income before income taxes of $3,108,000 for the three months ended September 30, 2019, an increase of $1,640,000, or 112%, compared to income before income taxes of $1,468,000 for the same period of the prior year.

Nine Months Ended September 30, 2019 Compared to Nine Months Ended September 30, 2018

Revenues

We had revenues of $23,616,000 for the nine months ended September 30, 2019, an increase of $8,090,000, or 52%, compared to $15,526,000 in the same period in 2018. Our revenues are primarily from fees charged to customers for use of our vascular testing products and from sales of accessories used with these products. We recognized revenues of $22,774,000 from fees for our vascular testing products for the nine months ended September 30, 2019, an increase of $7,522,000 compared to $15,252,000 in the same period of the prior year. Of these fees, approximately $16,608,000 were from fixed price software license fees, and approximately $6,166,000 from variable price software license fees. The remainder was from other items, such as the sale of equipment, supplies or accessories sales, which were $842,000 in the nine months ended September 30, 2019, as compared to $274,000 in the same period of the prior year.

Revenues from fees for vascular testing products are recognized monthly for each unit installed with a customer, and primarily represent licensing fees for software, which are usually billed as a fixed monthly fee or as a variable usage-based monthly fee. The primary reason for the increase in revenues was growth in the number of installed units from both new customers and established customers, which we believe is the result of our sales and marketing efforts.

Operating expenses

We had total operating expenses of $15,956,000 for the nine months ended September 30, 2019, an increase of $4,323,000, or 37%, compared to $11,633,000 in the same period in the prior year. The primary reason for this change was overall growth in our business, which led to increased compensation of the sales team, as well as an increase in our field sales, technical support personnel headcount and administration expenses to service the expanding number of customers. The changes in the various components of our operating expenses are described below.

Cost of revenues

We had cost of revenues of $2,755,000 for the nine months ended September 30, 2019, an increase of $756,000, or 38%, compared to $1,999,000 in the same period of the prior year. The primary reason for this change was increased costs due to increased sales volume of, placement of and technical support for installations in the field. These increases were partially offset by lower depreciation per unit per month as a greater percentage of installations were software and sensor only rather than laptop, software and sensor, as well as lower residual value for retired units. As a percentage of revenues, cost of revenues decreased to 12%, as compared to 13%, primarily due to revenue growing at a faster pace than cost of revenue.

Engineering and product development expense

We had engineering and product development expense of $1,777,000 for the nine months ended September 30, 2019, an increase of $334,000, or 23%, compared to $1,443,000 in the same period of the prior year. The increase was primarily due to consultant costs, personnel and other costs associated with ongoing projects related to our product development and customization efforts, including new applications for our product as well as other product enhancements.

Sales and marketing expense

We had sales and marketing expense of $6,626,000 for the nine months ended September 30, 2019, an increase of $1,343,000, or 25%, compared to $5,283,000 in the same period of the prior year. The increase was primarily due to higher sales compensation and personnel expense, as well as increased headcount and expense, each associated with a growing business.

General and administrative expense

We had general and administrative expense of $4,798,000 for the nine months ended September 30, 2019, an increase of $1,890,000, or 65%, compared to $2,908,000 in the same period of the prior year. The increase was primarily due to the growth in our business, which led to increased expenses to support a growing company, including higher infrastructure costs, insurance and other professional fees, as well as higher compensation and personnel expense.

Other expense

We had other expense of $3,000 for the nine months ended September 30, 2019, a decrease of $264,000, or 99%, compared to $267,000 in the same period of the prior year. The decrease was primarily due to a decrease in interest expense of $263,000 associated with retirement of notes payable.

Income tax benefit

We had an income tax benefit of $4,594,000 for the nine months ended September 30, 2019, which included current tax expense of $115,000 related to the year-to-date operations, offset by a $4,709,000 benefit relating to the release of the entire allowance against deferred tax assets. The remaining allowance was released due to our recent history of eight straight quarters of positive income before income taxes, resulting in a credit to income tax expense. Due to full release of the valuation allowance, income in future periods may also result in tax expense.

Net income

For the foregoing reasons, we had net income of $12,251,000, or $1.91 per basic share and $1.51 per diluted share, for the nine months ended September 30, 2019, an increase of $8,625,000, or 238%, compared to a net income of $3,626,000, or $0.60 per basic share and $0.48 per diluted share, for the same period of the prior year. We had income before income taxes of $7,657,000 for the nine months ended September 30, 2019, an increase of $4,031,000, or 111%, compared to income before income taxes of $3,626,000 for the same period of the prior year.

Liquidity and Capital Resources

We had cash of $8,542,000 at September 30, 2019 compared to $3,284,000 at December 31, 2018, and total current liabilities of $4,747,000 at September 30, 2019 compared to $3,512,000 at December 31, 2018. As of September 30, 2019, we had working capital of approximately $7,340,000.

Operating activities

We generated $9,093,000 of net cash from operating activities for the nine months ended September 30, 2019 compared to generating $2,651,000 of net cash in operating activities for the same period of the prior year. The improvement was primarily due to changes in net income, as well as both non-cash adjustments and changes in our operating assets and liabilities, which occurred due to growth in our business and affected depreciation, accrued compensation, accrued expenses, accounts payable, deferred revenue and trade accounts receivable.

Investing activities

We used $1,208,000 of net cash in investing activities for the nine months ended September 30, 2019, which reflects purchases of assets for lease of $1,102,000 and fixed asset purchases of $106,000 to support our growing business.

We used $453,000 of net cash in investing activities for the nine months ended September 30, 2018, which reflects purchases of assets for lease of $323,000 and fixed asset purchases of $131,000 to support our growing business.

Financing activities

We used $2,627,000 of net cash in financing activities during the nine months ended September 30, 2019, primarily due to the repurchase of warrants of $2,687,000 from our chief executive officer in May 2019, partially offset by proceeds from the exercise of stock options of $60,000.

We used $568,000 of net cash in financing activities during the nine months ended September 30, 2018, reflecting the payment of loans payable of $1,072,000, partially offset by proceeds from the exercise of warrants and stock options of $504,000.

Off-Balance Sheet Arrangements

As of each of September 30, 2019 and December 31, 2018, we had no off-balance sheet arrangements.

Commitments and Contingencies

As of each of September 30, 2019 and December 31, 2018, other than employment/consulting agreements with key executive officers and our facilities lease obligation, we had no material commitments other than the liabilities reflected in our financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

In evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our management, with the participation of our chief executive officer, our senior vice president, finance and accounting and our vice president, finance, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this quarterly report on Form 10-Q. Based on that evaluation, our chief executive officer, our senior vice president, finance and accounting, and our vice president, finance concluded that our disclosure controls and procedures were not effective, at the reasonable assurance level, as of the end of the period covered by this report to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 (1) is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (2) is accumulated and communicated to management, including our chief executive officer, senior vice president, finance and accounting, and our vice president, finance as appropriate to allow timely decisions regarding required disclosure, due to the existence of a material weakness in our internal control over financial reporting.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting during our third fiscal quarter ended September 30, 2019.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

Not applicable.

Item 1A. Risk Factors.

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

Exh. No.	Exhibit Name
31.1	Rule 13a-14(a) Certification of Principal Executive Officer of Registrant
31.2	Rule 13a-14(a) Certification of Principal Financial Officer of Registrant
32.1	Section 1350 Certification
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

SIGNATURES

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

November 6, 2019	**SEMLER SCIENTIFIC, INC.**
	By: /s/ Douglas Murphy-Chutorian, M.D. Douglas Murphy-Chutorian, M.D. Chief Executive Officer
	By: /s/ Andrew B. Weinstein Andrew B. Weinstein Senior Vice President, Finance and Accounting

Exhibit 31.1

CERTIFICATIONS

I, Douglas Murphy-Chutorian, M.D., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Semler Scientific, Inc., a Delaware corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 6, 2019

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

Douglas Murphy-Chutorian, M.D.
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

I, Andrew B. Weinstein, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Semler Scientific, Inc., a Delaware corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 6, 2019

/s/ Andrew B. Weinstein

Andrew B. Weinstein
Senior Vice President, Finance and Accounting
(Principal Financial Officer)

Exhibit 32.1

SECTION 1350 CERTIFICATION

Each of the undersigned, Douglas Murphy-Chutorian, M.D., Chief Executive Officer of Semler Scientific, Inc., a Delaware corporation (the "Company"), and Andrew B. Weinstein, Senior Vice President, Finance and Accounting of the Company, does hereby certify, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge (1) the quarterly report on Form 10-Q of the Company for the period ended September 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Douglas Murphy-Chutorian, M.D.
Name: Douglas Murphy-Chutorian, M.D.
Title: Chief Executive Officer
(Principal Executive Officer)
Dated: November 6, 2019

/s/ Andrew B. Weinstein
Name: Andrew B. Weinstein
Title: Senior Vice President, Finance and Accounting
(Principal Financial Officer)
Dated: November 6, 2019

This certification accompanies and is being "furnished" with this Report, shall not be deemed "filed" by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Report, irrespective of any general incorporation language contained in such filing. A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.