

Semler Scientific, Inc.
Form 8-K
November 05, 2014

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 30, 2014

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.

97210

Portland, Oregon

(Address of principal executive offices) (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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 30, 2014, the Board of Directors of Semler Scientific, Inc., upon the recommendation of its Compensation Committee, approved the following compensation arrangement for Doug Murphy-Chutorian, M.D., President and Chief Executive Officer, effective January 1, 2015:

| | |
|------------------|----------------------|
| Base Salary | \$350,000 |
| Target Incentive | 50% of Base Salary |
| Equity | 75,000 stock options |

Any target incentive will be at the discretion of the Compensation Committee and will be based on achievement of performance goals by Dr. Murphy-Chutorian. Options will be granted by the Compensation Committee in 2015 pursuant to the Semler Scientific, Inc. 2014 Stock Incentive Plan.

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/ Dan Conger
Name: Dan Conger
Title: VP Financer

Date: November 5, 2014