

Semler Scientific, Inc.  
Form 8-K  
July 29, 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): July 24, 2014**

**SEMLER SCIENTIFIC, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

**001-36305**

**26-1367393**

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(State or other jurisdiction of  
incorporation) (Commission File Number) (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 1.01 Entry into a Material Definitive Agreement.**

Effective as of July 24, 2014, Semler Scientific, Inc. (the “Company”), entered into an indemnification agreement in the form approved by the board of directors of the Company (the “Board”) on July 24, 2014, with each current director and executive officer of the Company.

Under each indemnification agreement, the Company agreed, among other things, to indemnify each director and executive officer, under the circumstances and to the extent provided for therein, to the fullest extent permitted by Delaware law, including indemnification of expenses such as attorneys’ fees, judgments, fines and settlement amounts incurred by the director or executive officer in any action or proceeding arising out of the person’s services as a director or executive officer. The indemnification agreement also provides for the advancement of expenses relating to the indemnification obligations.

The foregoing summary of the terms of the indemnification agreement is qualified in its entirety by reference to, and should be read in conjunction with, the complete text of the form of the indemnification agreement. The form of indemnification agreement is filed as Exhibit 10.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | Form of Indemnification Agreement, approved and entered into between the Company and each of the Company’s directors and executive officers as of July 24, 2014. |

**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 Finance

Date: July 29, 2014