

Semler Scientific, Inc.
Form SC 13D/A
October 07, 2015

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 1)

Under the Securities Exchange Act of 1934

SEMLER SCIENTIFIC, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

81684M 104

(CUSIP Number)

Yvan-Claude Pierre, Esq.

Marianne C. Sarrazin, Esq.

Cooley LLP

1114 Avenue of the Americas

New York, New York 10036

Telephone: (212) 479-6000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

September 28, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

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SCHEDULE 13D

CUSIP No. 81684M 104

NAMES OF REPORTING PERSONS

1

Green Park & Golf Ventures, LLC

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) ☒ (b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Texas

NUMBER OF VOTING POWER

SHARES

BENEFICIARIES

100,633
SHARED VOTING POWER

OWNED BY

8

EACH

217,436 shares*

REPORTING PERSONS WITH SINGLE DISPOSITIVE POWER

PERSON

WITH 100,633

10 SHARED DISPOSITIVE POWER

217,436 shares*

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

REPORTING PERSON

11

318,069 shares*

CHECK BOX IF THE AGGREGATE

AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED

BY AMOUNT IN ROW (11)

13

6.4%**

TYPE OF REPORTING PERSON*

14

IN

* Of these shares, 217,436 are held directly by GPG SSF Investment, LLC and 100,633 are held directly by Green Park & Golf Ventures, LLC.

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SCHEDULE 13D

CUSIP No. 81684M 104

NAMES OF REPORTING PERSONS

1

GPG SSF Investment, LLC

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) ☒ (b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

NUMBER OF VOTING POWER

SHARES

BENEFICIALLY

SHARED VOTING POWER

OWNED BY

8

EACH

217,436 shares

REPORTING PERSONS

PERSON

WITH

10 SHARED DISPOSITIVE POWER

217,436 shares

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

REPORTING PERSON

11

217,436 shares

CHECK BOX IF THE AGGREGATE

AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED

BY AMOUNT IN ROW (11)

13

4.4%**

TYPE OF REPORTING PERSON*

14

IN

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SCHEDULE 13D

CUSIP No. 81684M 104

NAMES OF REPORTING PERSONS

1

Clay M. Heighten, M.D.

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) ☒ (b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States

NUMBER OF VOTING POWER

SHARES

BENEFICIAL ~~0~~ shares

SHARED VOTING POWER

OWNED BY

8

EACH

318,069 shares*

REPORTING ~~SOLE~~ DISPOSITIVE POWER

PERSON

WITH **0 shares**

10 SHARED DISPOSITIVE POWER

318,069 shares*

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

REPORTING PERSON

11

318,069 shares*

CHECK BOX IF THE AGGREGATE

AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED

BY AMOUNT IN ROW (11)

13

6.4%**

TYPE OF REPORTING PERSON*

14

IN

* Of these shares, 217,436 are held directly by GPG SSF Investment, LLC and 100,633 are held directly by Green Park & Golf Ventures, LLC.

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SCHEDULE 13D

CUSIP No. 81684M 104

NAMES OF REPORTING PERSONS

1

Carl D. Soderstrom

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) ☒ (b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States

NUMBER OF VOTING POWER

SHARES

BENEFICIAL ~~0~~ shares

SHARED VOTING POWER

OWNED BY

8

EACH

318,069 shares*

REPORTING ~~SOLE~~ DISPOSITIVE POWER

PERSON

WITH 0 shares

10 SHARED DISPOSITIVE POWER

318,069 shares*

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

REPORTING PERSON

11

318,069 shares*

CHECK BOX IF THE AGGREGATE

AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED

BY AMOUNT IN ROW (11)

13

6.4%**

TYPE OF REPORTING PERSON

14

IN

* Of these shares, 217,436 are held directly by GPG SSF Investment, LLC and 100,633 are held directly by Green Park & Golf Ventures, LLC.

** Based upon an aggregate of 4,983,568 shares of the Issuer's (as defined below) common stock outstanding as of September 4, 2015, as reported in the Issuer's definitive proxy statement on Schedule 14A filed on September 28, 2015.

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Item 1. Security and Issuer

This Amendment No. 1 to Schedule 13D (the “Amendment”) is being filed as an amendment to the original statement on Schedule 13D relating to the Common Stock, \$0.001 par value per share of Semler Scientific, Inc., a Delaware corporation (the “Issuer”) as filed with the Securities and Exchange Commission on April 3, 2015 (the “Original Schedule 13D”). This Amendment is being filed by the Reporting Persons to report the purchase between September 10, 2015 and October 1, 2015 of an aggregate of 61,683 shares of the Issuer’s common stock.

The equity securities covered by this Schedule 13D are shares of common stock, \$0.001 par value, of the Issuer. The Issuer’s principal executive offices are located at 2330 NW Everett St., Portland, OR 97210.

Item 2. Identity and Background

This statement is filed by GPG SSF Investment, LLC, a Delaware limited liability company (“GPG SSF”), Green Park & Golf Ventures, LLC, a Texas limited liability company (“Green Park & Golf”), Clay M. Heighten, M.D. (“Dr. Heighten”) and Carl D. Soderstrom (“Mr. Soderstrom,” together with GPG SSF, GGP and Dr. Heighten, the “Reporting Persons” and each a “Reporting Person”). Mr. Soderstrom and Dr. Heighten are each a United States citizen.

The principal business address of each Reporting Person is c/o Green Park & Golf Ventures, LLC, 5910 N. Central Expressway, Suite 200, Dallas, Texas, 75206.

Green Park & Golf is the managing partner of GPG SSF and consequently may be deemed to have voting control and investment discretion over securities owned by GPG SSF. Dr. Heighten and Mr. Soderstrom are each a managing director of Green Park & Golf. As a result, Dr. Heighten and Mr. Soderstrom may each be deemed to be the beneficial owner of any shares deemed to be beneficially owned by Green Park & Golf and/or GPG SSF. Each of Green Park & Golf, Dr. Heighten and Mr. Soderstrom disclaims beneficial ownership of the securities directly owned by GPG SSF, except to the extent of its or his pecuniary interests therein. Each of Dr. Heighten and Mr. Soderstrom disclaims beneficial ownership of the securities directly owned by Green Park & Golf, except to the extent of his pecuniary interests therein.

GPG SSF is primarily engaged in the business of investing in securities. Green Park & Golf is primarily engaged in the business of serving as a managing partner of GPG SSF and other companies in the business of investing in securities. Each of Dr. Heighten’s and Mr. Soderstrom’s present primary occupation is serving as principal of Green Park & Golf.

None of the Reporting Persons nor any manager, director or executive officer of GPG SSF or Green Park & Golf have, during the last five years, (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons may be deemed to be the beneficial owner of, in the aggregate, 318,069 Shares. The aggregate purchase price of the Shares collectively was approximately \$1,049,350. The source of funding for these Shares was the general working capital of the respective purchasers.

Item 4. Purpose of Transaction.

Between September 10, 2015 and October 1, 2015, the Reporting Person purchased an aggregate of 61,683 shares of the Issuer's common stock.

The Reporting Persons consummated the transaction described herein in order to acquire an interest in the Issuer for investment purposes. Depending upon future evaluations of the business prospects of the Issuer and upon other developments, including, but not limited to, general economic and business conditions and stock market conditions, the Reporting Persons may purchase additional equity or other securities of the Issuer or dispose of some or all of his holdings in the open market, in public offerings, in privately negotiated transactions or in other transactions, or in any combination of the foregoing, subject to relevant applicable securities laws and regulations.

Except as set forth in this Item 4, none of the Reporting Persons have present plans or proposals that relate to, or that would result in, any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

The Green Park & Golf, Dr. Heighten and Mr. Soderstrom may each be deemed to beneficially own, in the aggregate, 318,069 Shares, representing approximately 6.4% of the Issuer's 4,983,568 Shares stated to be outstanding as of September 4, 2015 (as reported in the Issuer's definitive proxy statement on Schedule 14A filed on September 28, 2015).

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GPG SSF directly beneficially owns 217,436 Shares. Each of Green Park & Golf, Dr. Heighten and Mr. Soderstrom by virtue of their relationships to GPG SSF (as disclosed in Item 2) may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which GPG SSF directly beneficially owns. Each of Green Park & Golf, Dr. Heighten and Mr. Soderstrom disclaims beneficial ownership, except to the extent of its or his pecuniary interests therein.

Green Park & Golf directly beneficially owns 100,633 Shares. Each of Dr. Heighten and Mr. Soderstrom by virtue of their relationships to Green Park & Golf (as disclosed in Item 2) may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Green Park & Golf directly beneficially owns. Each of Dr. Heighten and Mr. Soderstrom disclaims beneficial ownership, except to the extent of his pecuniary interests therein.

Other than as set forth in this Schedule 13D, the Reporting Persons have not effected any transactions in the Issuer's securities during the 60 days prior to the date of this Schedule 13D.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Other than as described in this Schedule 13D, there are no other contracts, arrangements, understandings, or relationships (legal or otherwise) between any Reporting Person and any other person with respect to the securities beneficially owned by the Reporting Persons.

Item 7. Materials to be Filed as Exhibits

Exhibit 1: Joint Filing Agreement, dated as of October 7, 2015, by and among GPG SSF Investment, LLC, Green Park & Golf Ventures, LLC, Carl D. Soderstrom, and Clay M. Heighten, M.D.

SIGNATURE

After reasonable inquiry and to the best of each Reporting Person's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 7, 2015

GPG SSF INVESTMENT, LLC

By: Green Park & Golf Ventures, LLC, its Managing Partner

/s/ Carl D. Soderstrom

Name: Carl D. Soderstrom

Title: Managing Director

GREEN PARK & GOLF VENTURES, LLC

/s/ Carl D. Soderstrom

Name: Carl D. Soderstrom

Title: Managing Director

/s/ Carl D. Soderstrom

Carl D. Soderstrom

/s/ Clay M. Heighten

Clay M. Heighten, M.D.

EXHIBIT INDEX

Exhibit Number Description

1	Joint Filing Agreement
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JOINT FILING AGREEMENT

Each of the undersigned hereby agrees that this Schedule 13D is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended.

Dated: October 7, 2015

GPG SSF INVESTMENT, LLC

By: Green Park & Golf Ventures, LLC, its Managing Partner

/s/ Carl D. Soderstrom

Name: Carl D. Soderstrom

Title: Managing Director

GREEN PARK & GOLF VENTURES, LLC

/s/ Carl D. Soderstrom

Name: Carl D. Soderstrom

Title: Managing Director

/s/ Carl D. Soderstrom

Carl D. Soderstrom

/s/ Clay M. Heighten

Clay M. Heighten, M.D.