

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Garrett Matthew C.</u>  (Last) (First) (Middle) C/O IRHYTHM TECHNOLOGIES, INC. 650 TOWNSEND STREET, SUITE 500  (Street) SAN FRANCISCO CA 94103  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>iRhythm Technologies, Inc. [ IRTC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/12/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/12/2019		M <sup>(1)</sup>		8,234	A	\$4	29,101	D	
Common Stock	08/12/2019		M <sup>(1)</sup>		7,649	A	\$5.82	36,750	D	
Common Stock	08/12/2019		M <sup>(1)</sup>		11,686	A	\$7.47	48,436	D	
Common Stock	08/12/2019		S <sup>(1)</sup>		13,580	D	\$76.3571 <sup>(2)</sup>	34,856	D	
Common Stock	08/12/2019		S <sup>(1)</sup>		13,989	D	\$77.2838 <sup>(3)</sup>	20,867	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$4	08/12/2019		M <sup>(1)</sup>		8,234	(4)	07/10/2024	Common Stock	8,234	\$0.00	0	D	
Employee Stock Option (right to buy)	\$5.82	08/12/2019		M <sup>(1)</sup>		7,649	(4)	02/10/2025	Common Stock	7,649	\$0.00	0	D	
Employee Stock Option (right to buy)	\$7.47	08/12/2019		M <sup>(1)</sup>		11,686	(4)	07/21/2025	Common Stock	11,686	\$0.00	1,063	D	

**Explanation of Responses:**

- The option exercise and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 11, 2019.
- This transaction was executed in multiple trades at price ranging from \$75.85 to \$76.84. The prices reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$76.85 to \$77.65. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

4. All of the shares subject to this option are fully vested and exercisable as of the date hereof.

**Remarks:**

Kristen Blumenthal, Attorney 08/14/2019  
in fact

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**