

HEALTHEQUITY INC  
Form 4  
February 03, 2017

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rana Manu S

(Last) (First) (Middle)  
280 PARK AVENUE, 3RD FLOOR  
(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HEALTHEQUITY INC [HQY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474  
(9-02)

**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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Restricted Stock Units	(1)	02/01/2017	A	862	(2)	(2)	Common Stock	862
Stock Option (right to buy)	\$ 46.4	02/01/2017	A	9,675	(3)	02/01/2027	Common Stock	9,675
Stock Option (right to buy)	\$ 21.27				(4)	02/01/2026	Common Stock	15,000
Restricted Stock Unit	(1)				(5)	(5)	Common Stock	795
Stock Option (right to buy)	\$ 1.25				(4)	10/25/2021	Common Stock	7,500
Stock Option (right to buy)	\$ 1.25				(4)	04/26/2022	Common Stock	15,000
Stock Option (right to buy)	\$ 1.5				(4)	05/09/2023	Common Stock	15,000
Stock Option (right to buy)	\$ 14				(4)	07/30/2024	Common Stock	15,000
Stock Option (right to buy)	\$ 25.39				(4)	03/26/2025	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer Other

Rana Manu S  
280 PARK AVENUE, 3RD FLOOR X  
NEW YORK, NY 10017

## Signatures

/s/ Delano W. Ladd,  
attorney-in-fact 02/03/2017

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.  
The restricted stock units vested as to 215 shares on February 1, 2017. The remaining restricted stock units vest as to 215 shares on May 1, 2017 and in two equal installments of 216 shares on August 1, 2017, and November 1, 2017. Vested shares will be delivered to the reporting person on February 1, 2018, unless such date does not occur during an "open window period," in which case the shares will be delivered promptly following the first day of the next "open window period."
- (2) The option becomes exercisable as to 4,837 shares on the date of the issuer's annual stockholder meeting, if any, held in the current fiscal year; the option becomes exercisable as to the remaining shares on January 31, 2018.
- (3) The option is immediately exercisable.  
The restricted stock units are fully vested. Vested shares will be delivered to the reporting person upon the earlier of a change of control of the issuer (as defined in the issuer's 2014 equity incentive plan), or the reporting person's termination of service (as defined in the issuer's 2014 equity incentive plan), or the reporting person's death, unless such event does not occur during an "open window period," in which case the shares will be delivered promptly following the first day of the next "open window period."
- (4) The option is immediately exercisable.
- (5) The option is immediately exercisable.

### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.