

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 \*  
DILLON ADRIAN T

(Last) (First) (Middle)

C/O HEALTHEQUITY, INC., 15 W. SCENIC POINTE DR., STE. 100

(Street)

DRAPER, UT 84020

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2016

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		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)
				Acquired (A) or Disposed of (D)	Price			
Common Stock	12/12/2016		M	V	308	A \$ 0 513	D	
Common Stock	02/01/2017		A	V	215	A \$ 0 728	D	

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	(1)	12/12/2016		M	308	(2) (2)	Common Stock	308
Restricted Stock Units	(1)	02/01/2017		A	647	(3) (3)	Common Stock	647
Restricted Stock Units	(1)	02/01/2017		A	1,778	(4) (4)	Common Stock	1,778
Stock Option (right to buy)	\$ 46.4	02/01/2017		A	4,837	(5) 02/01/2027	Common Stock	4,837
Restricted Stock Unit	(1)					(6) (6)	Common Stock	2,538
Stock Option (right to buy)	\$ 32.5					(7) 09/01/2026	Common Stock	7,632

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

DILLON ADRIAN T  
C/O HEALTHEQUITY, INC.  
15 W. SCENIC POINTE DR., STE. 100  
DRAPER, UT 84020

X

## 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.
  - (2) The restricted stock units vested on November 1, 2016 and were delivered to the reporting person on December 12, 2016.  
The 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
  - (3) November 1, 2017. Vested shares will be delivered to the reporting person upon vesting, unless such vesting 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."  
The restricted stock units vest as to 889 shares on the date of the issuer's annual stockholder meeting, if any, held in the current fiscal year; the remainder will vest on January 31, 2018. Vested shares will be delivered to the reporting person upon vesting, unless such
  - (4) vesting 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."
  - (5) The option becomes exercisable as to 2,418 shares on the date of the issuer's annual stockholder meeting, if any, held in the current fiscal year; the remainder will become exercisable on January 31, 2018.  
The restricted stock units vest in three equal annual installments of 846 shares on September 1, 2017, 2018, and 2019. Vested shares will
  - (6) be delivered to the reporting person upon vesting, unless such vesting 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."
  - (7) The option becomes exercisable in three equal annual installments of 2,544 shares on September 1, 2017, 2018, and 2019.

### 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.