

HEALTHEQUITY INC
Form 4
March 17, 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 *
Neeleman Stephen

(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)
03/15/2017

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)
Founder and Vice Chairman

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2017		M ⁽¹⁾		1,000	A	\$ 14
Common Stock	03/15/2017		S ⁽¹⁾		700	D	\$ 45.5057 ⁽²⁾
Common Stock	03/15/2017		S ⁽¹⁾		300	D	\$ 46 ⁽³⁾
Common Stock	03/15/2017		S ⁽⁴⁾		2,000	D	\$ 45.6018 ⁽⁵⁾
	03/15/2017		S ⁽⁴⁾		500	D	845,285

See footnote ⁽⁶⁾

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Common Stock					\$ 45.99 (7)				See footnote (6)
Common Stock	03/15/2017		S(8)	3,900	D	\$ 45.6088 (9)	381,100	I	See footnote (10)
Common Stock	03/15/2017		S(8)	31,453	D	\$ 46.0262 (11)	349,647	I	See footnote (10)
Common Stock	03/16/2017		S(8)	1,316	D	\$ 46.2409 (12)	348,331	I	See footnote (10)

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

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 14	03/15/2017		M(1)	1,000	(13) 07/30/2024	Common Stock	1,000
Stock Option (right to buy)	\$ 1.25					(13) 08/08/2021	Common Stock	654

Reporting Owners

Reporting Owner Name / Address

Relationships

