

HEALTHEQUITY INC

Form 4

June 15, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kessler Jon

(Last) (First) (Middle)

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)

06/13/2016

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)

President and CEO

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)
Common Stock	06/13/2016		M ⁽¹⁾	6,288 A	\$ 0.1 426,288	D	
Common Stock	06/13/2016		S ⁽¹⁾	6,288 D	\$ 29.0183 420,000	D	
Common Stock	06/14/2016		M ⁽¹⁾	38,119 A	\$ 0.1 458,119	D	
Common Stock	06/14/2016		S ⁽¹⁾	38,119 D	\$ 29.0863 420,000	D	
	06/15/2016		M ⁽¹⁾	15,593 A	\$ 0.1 435,593	D	

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Common
Stock

Common Stock	06/15/2016	M ⁽¹⁾	50,000	A	\$ 1.25	485,593	D
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Common Stock	06/15/2016	S ⁽¹⁾	65,593	D	\$ 29.2264 ⁽⁴⁾	420,000	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 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)	\$ 0.1	06/13/2016		M ⁽¹⁾	6,288	⁽⁵⁾ 03/26/2019	Common Stock	6,288
Stock Option (right to buy)	\$ 0.1	06/14/2016		M ⁽¹⁾	38,119	⁽⁵⁾ 03/26/2016	Common Stock	38,119
Stock Option (right to buy)	\$ 0.1	06/15/2016		M ⁽¹⁾	15,593	⁽⁵⁾ 03/26/2016	Common Stock	15,593
Stock Option (right to buy)	\$ 1.25	06/15/2016		M ⁽¹⁾	50,000	⁽⁵⁾ 08/08/2021	Common Stock	50,000
Stock Option (right to	\$ 14					⁽⁵⁾ 07/30/2024	Common Stock	40,000

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kessler Jon 15 W. SCENIC POINTE DR., STE. 100 DRAPER, UT 84020	X		President and CEO	

Signatures

/s/ Jon Kessler 06/15/2016

**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) The option exercises and subsequent sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 16, 2015.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.00 to \$29.16, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3) and (4) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.00 to \$29.18, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.00 to \$29.43, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.00 to \$29.43, inclusive.
- (5) The option is immediately exercisable.

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

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