

HEALTHEQUITY INC  
Form 4  
November 03, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sydney Matthew

(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)  
11/01/2016

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)  
Exec VP, Sales & Marketing

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	11/01/2016		M <sup>(1)</sup>		2,500	A	\$ 14
Common Stock	11/01/2016		M <sup>(1)</sup>		5,000	A	\$ 20.4
Common Stock	11/01/2016		M <sup>(1)</sup>		5,000	A	\$ 0.8
Common Stock	11/01/2016		M <sup>(1)</sup>		12,500	A	\$ 20.4
Common Stock	11/01/2016		S <sup>(1)</sup>		24,621	D	\$ 32.5064
							479
							<u>(2)</u>

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Common Stock 11/01/2016 S<sup>(1)</sup> 379 D \$ 33.265<sup>(3)</sup> 100 D

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)	\$ 14	11/01/2016		M <sup>(1)</sup>	2,500	<sup>(4)</sup> 07/30/2024	Common Stock	2,500
Stock Option (right to buy)	\$ 20.4	11/01/2016		M <sup>(1)</sup>	5,000	<sup>(4)</sup> 11/01/2024	Common Stock	5,000
Stock Option (right to buy)	\$ 0.8	11/01/2016		M <sup>(1)</sup>	5,000	<sup>(5)</sup> 04/29/2021	Common Stock	5,000
Stock Option (right to buy)	\$ 20.4	11/01/2016		M <sup>(1)</sup>	12,500	<sup>(6)</sup> 11/01/2024	Common Stock	12,500

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

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

Exec VP, Sales & Marketing

DRAPER, UT 84020

## Signatures

By: /s/ Matthew  
Sydney

11/03/2016

\_\_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 exercise and subsequent sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 13, 2016.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.07 to \$33.04, 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) and (3) 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 \$33.18 to \$33.36, inclusive.
- (3) The option is immediately exercisable.
- (4) The options became exercisable in annual installments of 1,250 shares on April 29 in each of the years 2012, 2013, 2014 and 2015.
- (5) The options became exercisable as to 12,500 shares on November 1, 2015, and as to 12,500 shares on November 1, 2016. The option becomes exercisable as to the remaining 25,000 shares in two annual installments of 12,500 on November 1, 2017 and 2018.

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.