

HEALTHEQUITY INC  
Form 4  
December 20, 2016

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Rana Manu S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2016

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

NEW YORK, NY 10017

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

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

(City) (State) (Zip)

**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	12/16/2016		S		111,975	D	\$ 41.2609 (1)
							270,377
Common Stock	12/16/2016		S		48,025	D	\$ 42.2246 (3)
							222,352
Common Stock	12/19/2016		S		124,752	D	\$ 40.1324 (4)
							97,600
Common Stock	12/19/2016		S		1,600	D	\$ 41.01
							96,000

Edgar Filing: HEALTHEQUITY INC - Form 4

Common Stock	12/20/2016		S	96,000	D	\$ 40.1121	0	I	See footnote (2)
--------------	------------	--	---	--------	---	------------	---	---	------------------

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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. Price of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.27					(6) 02/01/2026	Common Stock	15,000	
Restricted Stock Unit	(7)					(8) (7)	Common Stock	795	
Stock Option (right to buy)	\$ 1.25					(9) 10/25/2021	Common Stock	7,500	
Stock Option (right to buy)	\$ 1.25					(9) 04/26/2022	Common Stock	15,000	
Stock Option (right to buy)	\$ 1.5					(9) 05/09/2023	Common Stock	15,000	
Stock Option (right to buy)	\$ 14					(9) 07/30/2024	Common Stock	15,000	

