

GORDON FRANK
Form 4
March 19, 2018

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 *
GORDON FRANK

2. Issuer Name and Ticker or Trading Symbol
HEALTHSTREAM INC [HSTM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3102 WEST END AVE., SUITE 650
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2018

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

NASHVILLE, TN 37203

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/19/2018 | | M | 2,846 (1) A \$ 0 | 184,375 | D | |
| Common Stock | | | | | 100,000 | I | Held by Crofton Capital |
| Common Stock | | | | | 11,386 | I | Held by The Joel Company |
| Common Stock | | | | | 2,500 | I | Custodial account for minor child - Gavin B. |

| | | | |
|-----------------|-------|---|---|
| Common Stock | 2,500 | I | Gordon Custodial account for minor child - Cameron L. Gordon |
|-----------------|-------|---|---|

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. Pr Deriv Secu (Inst | | |
|---|---|---|---|---|---|--|---|---------------------------------|--|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Share Units | \$ 0 ⁽²⁾ | 03/19/2018 | | M | 849 | <u>(3)</u> | <u>(4)</u> | Common Stock | 849 | \$ |
| Restricted Share Units | \$ 0 ⁽²⁾ | 03/19/2018 | | M | 1,075 | <u>(5)</u> | <u>(4)</u> | Common Stock | 1,075 | \$ |
| Restricted Share Units | \$ 0 ⁽²⁾ | 03/19/2018 | | M | 922 | <u>(6)</u> | <u>(4)</u> | Common Stock | 922 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GORDON FRANK 3102 WEST END AVE. SUITE 650 NASHVILLE, TN 37203 | X | | | |

Signatures

Frank E. Gordon

03/19/2018

**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) Shares acquired on vesting of restricted share units.
- (2) Each restricted share unit (RSU) represents the contingent right to receive one share of common stock upon vesting of the unit.
- (3) The RSU's are subject to a three year vesting schedule, contingent upon continued service at the time of vesting. The RSU's vest annually beginning March 10, 2016 in three equal installments.
- (4) Not applicable.
- (5) The RSU's are subject to a three year vesting schedule, contingent upon continued service at the time of vesting. The RSU's vest annually beginning March 17, 2017 in three equal installments.
- (6) The RSU's are subject to a three year vesting schedule, contingent upon continued service at the time of vesting. The RSU's vest annually beginning March 16, 2018 in three equal installments.

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.