

HEALTHEQUITY INC  
Form 4  
June 15, 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

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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 \*  
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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/13/2016		M <sup>(1)</sup>		6,288	A	\$ 0.1
							426,288
Common Stock	06/13/2016		S <sup>(1)</sup>		6,288	D	\$ 29.0183
							420,000
Common Stock	06/14/2016		M <sup>(1)</sup>		38,119	A	\$ 0.1
							458,119
Common Stock	06/14/2016		S <sup>(1)</sup>		38,119	D	\$ 29.0863
							420,000
	06/15/2016		M <sup>(1)</sup>		15,593	A	\$ 0.1
							435,593

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Common  
Stock

Common Stock 06/15/2016 M<sup>(1)</sup> 50,000 A \$ 1.25 485,593 D

Common Stock 06/15/2016 S<sup>(1)</sup> 65,593 D \$  
(4) 29.2264 420,000 D

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

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 0.1	06/13/2016		M <sup>(1)</sup>	6,288	<sup>(5)</sup> 03/26/2019	Common Stock	6,288
Stock Option (right to buy)	\$ 0.1	06/14/2016		M <sup>(1)</sup>	38,119	<sup>(5)</sup> 03/26/2016	Common Stock	38,119
Stock Option (right to buy)	\$ 0.1	06/15/2016		M <sup>(1)</sup>	15,593	<sup>(5)</sup> 03/26/2016	Common Stock	15,593
Stock Option (right to buy)	\$ 1.25	06/15/2016		M <sup>(1)</sup>	50,000	<sup>(5)</sup> 08/08/2021	Common Stock	50,000
Stock Option (right to buy)	\$ 14					<sup>(5)</sup> 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                      Date  
Reporting Person

## 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.

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