#### **HEALTHEQUITY INC**

Form 4

September 13, 2016

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Soldan Jon

2. Issuer Name and Ticker or Trading

Symbol

HEALTHEQUITY INC [HQY]

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Director X\_ Officer (give title 10% Owner

C/O HEALTHEQUITY, INC., 15 W. 09/09/2016

SCENIC POINTE DR., STE. 100

below)

Other (specify

Exec VP, Operations

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Person

DRAPER, UT 84020

(City)	(State)	(Zip) Tah	ole I - Non-	-Derivative Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A order Disposed of (Instr. 3, 4 and (A) or Amount (D)	(D) 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	09/09/2016		M	10,000 A	\$ 28.69	10,000	D	
Common Stock	09/09/2016		S	10,000 D	\$ 34.3069 (1)	0	D	
Common Stock	09/12/2016		M	15,000 A	\$ 28.69	15,000	D	
Common Stock	09/12/2016		S	15,000 D	\$ 33.0408 (2)	0	D	

### Edgar Filing: HEALTHEQUITY INC - Form 4

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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	\$ 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 28.69	09/09/2016		M	10,000	<u>(3)</u>	08/26/2025	Common Stock	10,000	
Stock Option (right to buy)	\$ 28.69	09/12/2016		M	15,000	(3)	08/26/2025	Common Stock	15,000	
Stock Option (right to buy)	\$ 24.36					<u>(4)</u>	03/23/2026	Common Stock	25,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Other	

Soldan Jon C/O HEALTHEQUITY, INC. 15 W. SCENIC POINTE DR., STE. 100 DRAPER, UT 84020

Exec VP, Operations

# **Signatures**

/s/ Jon Soldan	09/13/2016			
**Signature of Reporting Person	Date			

Reporting Owners 2

### Edgar Filing: HEALTHEQUITY INC - Form 4

## **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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.59, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the
- (1) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes (1) and (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.95 to \$33.32, inclusive.
- (3) The option is immediately exercisable as to 25,000 shares. The remaining shares become exercisable in three equal annual installments of 25,000 shares on August 26, 2017, 2018 and 2019.
- (4) The option becomes exercisable in four equal annual installments on March 23, 2017, 2018, 2019 and 2020.

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.