HEALTHEQUITY INC

Form 4

December 12, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MOTT DARCY G

2. Issuer Name and Ticker or Trading Symbol

HEALTHEQUITY INC [HQY]

Issuer

(First) (Middle) 3. Date of Earliest Transaction

10% Owner

C/O HEALTHEQUITY, INC., 15 W. 12/09/2016 SCENIC POINTE DR., STE. 100

(Street)

(State)

12/09/2016

(Month/Day/Year)

Director X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

below)

Executive VP and CFO

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

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

Transaction(s)

(Instr. 3 and 4)

52,000

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DRAPER, UT 84020

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Ownership Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Amount (D) Price

(A)

D

Code V

30,000

\$ 40.8779

(1)

D

(Instr. 4)

Stock

Common

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

S

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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)

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8. Pri Deriv Secui (Instr

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 0.1					<u>(2)</u>	06/20/2017	Common Stock	50,000	
Stock Option (right to buy)	\$ 14					<u>(2)</u>	07/30/2024	Common Stock	10,000	
Stock Option (right to buy)	\$ 0.1					(2)	05/22/2018	Common Stock	20,000	
Stock Option (right to buy)	\$ 1.25					(2)	08/08/2021	Common Stock	125,000	
Stock Option (right to buy)	\$ 25.39					(3)	03/26/2025	Common Stock	25,000	

Reporting Owners

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

MOTT DARCY G C/O HEALTHEQUITY, INC. 15 W. SCENIC POINTE DR., STE. 100 DRAPER, UT 84020

Signatures

/s/ Darcy G. 12/12/2016 Mott

Date

Reporting Owners 2

Executive VP and CFO

**Signature of 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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.56 to \$41.25, 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 range set forth in this footnote (2) to this Form 4.
- (2) The option is immediately exercisable.
- (3) The option became exercisable as to 6,250 shares on March 26, 2016. The remaining shares become exercisable in three equal annual installments of 6,250 shares on March 26, 2017, 2018 and 2019.

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.

Signatures 3