HEALTHEQUITY INC

Form 4

September 15, 2015

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 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 Ad Neeleman St	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
			HEALTHEQUITY INC [HQY]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	
			(Month/Day/Year)	X Director 10% Owner
C/O HEALT	HEQUITY	, INC., 15 W.	09/11/2015	_X_ Officer (give title Other (specify
SCENIC PO	~			below) below) Founder and Vice Chairman
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person
DRAPER, U	T 84020			Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	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)	Code (Instr. 8)	omr Dispos (Instr. 3, 4	(A) or	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	09/11/2015		Code V M	Amount 50,000	(D)	Price \$ 1.25 (1)	928,814	D	
Common Stock	09/11/2015		S	50,000	D	\$ 30.0616	878,814	D	
Common Stock	09/15/2015		G	70,000	D	\$ 0	808,814	D	
Common Stock	09/15/2015		G	2,000	D	\$ 0	806,814	D	
Common Stock	09/15/2015		G	10,000	D	\$ 0	796,814	D	

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	Persons who respond to the collect information contained in this form required to respond unless the form	are not	SEC 1474 (9-02)
Reminder: Report on a separate line for each class of securities benefic	cially owned directly or indirectly.		
Common Stock	68,471	I	By wife
Common Stock	450,000	I	footnote (2)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

displays a currently valid OMB control

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. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and 2. Underlying 9 (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.25 <u>(1)</u>	09/11/2015		M	50,000	<u>(3)</u>	08/08/2021	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
Neeleman Stephen C/O HEALTHEQUITY, INC. 15 W. SCENIC POINTE DR., STE. 100 DRAPER, UT 84020	X		Founder and Vice Chairman	
Signatures				

0.9	
/s/ Stephen Neeleman	09/15/2015
**Signature of Reporting Person	Date

Reporting Owners 2

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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).
- As previously reported in the reporting person's Form 3, the option grant had a \$2.25 exercise price upon issuance. The \$2.25 exercise (1) price was automatically adjusted to \$1.25 on August 4, 2014 as a result of the occurrence of an event specified in the terms of the option grant at the time of its issuance.
- Shares held of record by Neeleman Family Holdings, LLC ("Family Holdings"), a Utah limited liability company. The reporting person is the manager of Family Holdings. The reporting person disclaims beneficial ownership of the shares held by Family Holdings except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of the shares held by Family Holdings for any other purposes.
- (3) The option is immediately exercisable.

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.