### Edgar Filing: HEALTHEQUITY INC - Form 4

HEALTHEO Form 4	QUITY INC										
June 27, 201	16										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL	
Washington, D.C. 20549									OMB Number:	3235-0287	
Check th if no lon		-						Expires:	January 31, 2005		
subject t Section Form 4 o	F CHANGES IN BENEFICIAL OWNE SECURITIES						Estimated a burden hou response	verage			
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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type	Responses)										
1. Name and A LEAVITT	Person <u>*</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol HEALTHEQUITY INC [HQY]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (	Middle)					1]	(Check all applicable)			
, ,	C., 15 W.	3. Date of Earliest Transaction (Month/Day/Year) 06/23/2016					X_ Director 10% Owner Officer (give title Other (specify below) below)				
						<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
DRAPER,						Person	ore than one Re	porting			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 3, 4 and 5) ar) (Instr. 8) (A)				) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)		G	
Common Stock	06/23/2016			S	6,250	D	\$ 29.1661	16,667	Ι	See Footnote $(2)$	
Common Stock								30,000	D		

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.

#### Edgar Filing: HEALTHEQUITY INC - Form 4

# 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 21.27					<u>(3)</u>	02/01/2026	Common Stock	15,000	
Stock Option (right to buy)	\$ 25.39					<u>(4)</u>	03/26/2025	Common Stock	15,000	
Stock Option (right to buy)	\$ 14					(4)	07/30/2024	Common Stock	15,000	

## **Reporting Owners**

Reporting Owner Nam	Relationships						
hepotting o whet i turn	Director	10% Owner	Officer	Other			
LEAVITT MICHAEL O C/O HEALTHEQUITY, I 15 W. SCENIC POINTE I DRAPER, UT 84020		Х					
Signatures							
/s/ Michael O. Leavitt	06/27/2016						
**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).

#### Edgar Filing: HEALTHEQUITY INC - Form 4

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.04 to \$29.3201, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

(1) to \$29.5201, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, of the start of the security holder of the issuer, of the start of the range set forth in this footnote (1) to this Form 4.

Shares held directly by Third Chapter, Inc. ("Third Chapter"), an entity controlled by the reporting person. The reporting person disclaims(2) beneficial ownership of the shares held by Third Chapter 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 Third Chapter for any other purposes.

The option became exercisable as to 7,500 shares upon the reporting person's reelection to the issuer's board of directors at the issuer's
(3) 2016 Annual Meeting of Stockholders held on June 23, 2016. The remaining 7,500 shares will become exercisable on January 31, 2017; provided, that the reporting person continues to serve as a director of the issuer through such date.

(4) 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.