

Neeleman Stephen
 Form 4
 May 10, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Neeleman Stephen

(Last) (First) (Middle)

C/O HEALTHEQUITY, INC., 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)
 05/08/2018

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)

Founder and Vice Chairman

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	05/08/2018		M ⁽¹⁾	654 A \$ 1.25	654	D	
Common Stock	05/08/2018		M ⁽¹⁾	17,185 A \$ 14	17,839	D	
Common Stock	05/08/2018		S ⁽¹⁾	17,818 D \$ 69.5873	21	D	
Common Stock	05/08/2018		S ⁽¹⁾	21 D \$ 70.25	0	D	
Common Stock	05/08/2018		S ⁽³⁾	65,744 D \$ 69.5873	667,541	I	See footnote

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					<u>(4)</u>			<u>(5)</u>
Common Stock	05/08/2018	<u>S(3)</u>	74	D	\$ 70.25	667,467	I	See footnote <u>(5)</u>
Common Stock	05/08/2018	<u>S(6)</u>	21,915	D	\$ <u>69.5873</u>	231,085	I	See footnote <u>(8)</u>
Common Stock	05/08/2018	<u>S(6)</u>	24	D	\$ 70.25	231,061	I	See footnote <u>(8)</u>
Common Stock	05/09/2018	<u>M(1)</u>	13,926	A	\$ 14	13,926	D	
Common Stock	05/09/2018	<u>S(1)</u>	10,829	D	\$ <u>70.1515</u>	3,097	D	
Common Stock	05/09/2018	<u>S(1)</u>	3,097	D	\$ <u>70.656</u> <u>(10)</u>	0	D	
Common Stock	05/09/2018	<u>S(3)</u>	39,954	D	\$ <u>70.1516</u> <u>(11)</u>	627,513	I	See footnote <u>(5)</u>
Common Stock	05/09/2018	<u>S(3)</u>	11,426	D	\$ <u>70.6559</u> <u>(12)</u>	616,087	I	See footnote <u>(5)</u>
Common Stock	05/09/2018	<u>S(6)</u>	13,318	D	\$ <u>70.1515</u> <u>(13)</u>	217,743	I	See footnote <u>(8)</u>
Common Stock	05/09/2018	<u>S(6)</u>	3,809	D	\$ <u>70.6559</u> <u>(14)</u>	213,934	I	See footnote <u>(8)</u>
Common Stock	05/10/2018	<u>M(1)</u>	8,889	A	\$ 14	8,889	D	
Common Stock	05/10/2018	<u>S(1)</u>	8,889	D	\$ <u>70.2062</u> <u>(15)</u>	0	D	
Common Stock	05/10/2018	<u>S(3)</u>	32,802	D	\$ <u>70.2062</u> <u>(16)</u>	583,285	I	See footnote <u>(5)</u>
Common Stock	05/10/2018	<u>S(6)</u>	10,934	D	\$ <u>70.2062</u> <u>(17)</u>	203,000	I	See footnote <u>(8)</u>

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

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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)	\$ 1.25	05/08/2018		M ⁽¹⁾	654	⁽¹⁸⁾ 08/08/2021	Common Stock	654
Stock Option (right to buy)	\$ 14	05/08/2018		M ⁽¹⁾	17,185	⁽¹⁸⁾ 07/30/2024	Common Stock	17,185
Stock Option (Right to Buy)	\$ 14	05/09/2018		M ⁽¹⁾	13,926	⁽¹⁸⁾ 07/30/2024	Common Stock	13,926
Stock Option (right to buy)	\$ 14	05/10/2018		M ⁽¹⁾	8,889	⁽¹⁸⁾ 07/30/2024	Common Stock	8,889
Stock Option (right to buy)	\$ 41.28					⁽¹⁹⁾ 03/27/2027	Common Stock	19,897
Stock Option (right to buy)	\$ 61.72					⁽²⁰⁾ 03/27/2028	Common Stock	14,228

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

/s/ DELANO W. LADD,
attorney-in-fact:

05/10/2018

__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).
- (1) The option exercises and subsequent sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 23, 2018.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.21 to \$70.14, 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), (4), (7), (9), (10), (11), (12), (13), (14), (15), (16) and (17) to this Form 4.
- (3) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Stephen and Christine Neeleman Trust on March 23, 2018.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.21 to \$70.14, inclusive.
- (5) Shares held of record by the Stephen and Christine Neeleman Trust.
- (6) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by Neeleman Family Holdings, LLC, a Utah limited liability company, on March 23, 2018.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.21 to \$70.14, inclusive.
- (8) 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.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.54 to \$70.53, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.54 to \$70.89, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.54 to \$70.53, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.54 to \$70.89, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.54 to \$70.53, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.54 to \$70.89, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.64 to \$70.58, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.64 to \$70.58, inclusive.

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- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.64 to \$70.58, inclusive.
- (18) The option is immediately exercisable.
- (19) The option is exercisable as to 4,974 shares. The option becomes exercisable as to the remaining shares in two annual installments of 4,974 shares on March 27, 2019 and 2020, and in one installment of 4,975 shares on March 27, 2021.
- (20) The option becomes exercisable in four equal installments of 3,557 shares on March 27, 2019, 2020, 2021, and 2022.

Remarks:

The Power of Attorney given by Mr. Neeleman was previously filed with the U.S. Securities & Exchange Commission on Mar

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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