

HEALTHEQUITY INC
Form 4
August 06, 2014

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 *
Financial Partners Fund I, L.P.

2. Issuer Name and Ticker or Trading Symbol
HEALTHEQUITY INC [HQY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
280 PARK AVENUE, 3RD FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2014

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	08/04/2014		C	3,303,468 A	4,031,468	D	
Common Stock	08/04/2014		C	3,303,468 A	4,031,468	I	See footnote (2)

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D-3 Preferred Stock	(1)	08/04/2014		C	3,303,468	(1)	(1)	Common Stock	3,303,468
Series D-3 Preferred Stock	(1)	08/04/2014		C	3,303,468	(1)	(1)	Common Stock	3,303,468

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Financial Partners Fund I, L.P. 280 PARK AVENUE, 3RD FLOOR NEW YORK, NY 10017		X		
Napier Park Global Capital GP LLC 280 PARK AVENUE, 3RD FLOOR NEW YORK, NY 10017		X		

Signatures

FINANCIAL PARTNERS FUND I, L.P., By: NAPIER PARK GLOBAL CAPITAL GP LLC, its general partner, By: Manu Rana, /s/ Manu Rana

08/06/2014

__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 Series D-3 Preferred Stock automatically converted into shares of common stock on a 1-for-1 basis and had no expiration date.

(2) All securities are held of record by Financial Partners Fund I, L.P. ("FPF I"), a Delaware limited partnership. Napier Park Global Capital GP LLC, a Delaware limited liability company ("Napier Park") is the general partner of FPF I and as such all securities held by FPF I may be deemed attributable to Napier Park. Manu Rana and Steven Piaker are the managing principals of FPF I and as such share sole voting and dispositive power over the shares held by FPF I. The foregoing is not an admission by Napier Park that it is the beneficial owner of the securities held of record by FPF I. Each of Messrs. Rana and Piaker disclaims beneficial ownership of the securities held by FPF I.

Remarks:

Exhibit List:

Exhibit 99.1 - Joint Filers' Names and Addresses

Exhibit 99.2 - Joint Filers' Signatures

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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