

LEAVITT MICHAEL O
Form 4
August 02, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LEAVITT MICHAEL O

(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)

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)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|------------------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 08/01/2017 | | M | V | 15,000 | A | \$ 21.27 | 45,862 | D | |
| Common Stock | 08/01/2017 | | M | V | 15,000 | A | \$ 25.39 | 60,862 | D | |
| Common Stock | 08/01/2017 | | M | V | 15,000 | A | \$ 14 | 75,862 | D | |
| Common Stock | | | | | | | | 13,767 | I | See footnote (1) |

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

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(9-02)

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. Price or Value of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 46.4 | | | | | (2) 02/01/2027 | Common Stock | 4,837 | |
| Stock Option (right to buy) | \$ 21.27 | 08/01/2017 | | M | 1 | (2) 02/01/2026 | Common Stock | 15,000 | \$ 0 |
| Stock Option (right to buy) | \$ 25.39 | 08/01/2017 | | M | 1 | (2) 03/26/2025 | Common Stock | 15,000 | \$ 0 |
| Stock Option (right to buy) | \$ 14 | 08/01/2017 | | M | 1 | (2) 07/30/2024 | Common Stock | 15,000 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEAVITT MICHAEL O C/O HEALTHEQUITY, INC. 15 W. SCENIC POINTE DR., STE. 100 DRAPER, UT 84020 | X | | | |

Signatures

/s/ Delano W. Ladd,
attorney-in-fact

08/02/2017

__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).

Shares held directly by Third Chapter, Inc. ("Third Chapter"), an entity controlled by the reporting person. The reporting person disclaims beneficial ownership of the shares held by Third Chapter except to the extent of his pecuniary interest therein and this report
 - (1) 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.
 - (2) The option is immediately exercisable.

Remarks:

The Power of Attorney given by Mr. Leavitt was previously filed with the U.S. Securities & Exchange Commission on February 2, 2017.

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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