

Dreier Ashley
Form 4
May 16, 2018

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 *
Dreier Ashley

(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)
05/14/2018

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)
Executive, VP, CTO and CIO

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	05/14/2018		M ⁽¹⁾		16,750	A	\$ 1.5
Common Stock	05/14/2018		M ⁽¹⁾		3,000	A	\$ 14
Common Stock	05/14/2018		M ⁽¹⁾		16,250	A	\$ 24.36
Common Stock	05/14/2018		S ⁽¹⁾		32,300	D	\$ 70.8475
Common Stock	05/14/2018		S ⁽¹⁾		3,700	D	\$ 71.7676

(3)

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)	\$ 1.5	05/14/2018		M ⁽¹⁾	16,750	⁽⁴⁾ 05/09/2023	Common Stock	16,750
Stock Option (right to buy)	\$ 14	05/14/2018		M ⁽¹⁾	3,000	⁽⁴⁾ 07/30/2024	Common Stock	3,000
Stock Option (right to buy)	\$ 24.36	05/14/2018		M ⁽¹⁾	16,250	⁽⁵⁾ 03/23/2026	Common Stock	16,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dreier Ashley C/O HEALTHEQUITY, INC. 15 W. SCENIC POINTE DR., STE. 100 DRAPER, UT 84020			Executive, VP, CTO and CIO	

Signatures

/s/ Ashley
Dreier

05/15/2018

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 12, 2017, as amended on April 12, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.36 to \$71.33, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the
- (2) 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) and (3) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.38 to \$72.24, inclusive.
- (4) The option is immediately exercisable.
- (5) The option becomes exercisable as to 32,500 shares in two equal installments on March 23, 2019 and 2020.

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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