

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. 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
Restricted Stock Unit	(2)	02/01/2017		A	647	(3) (3)	Common Stock	647
Stock Option (right to buy)	\$ 46.4	02/01/2017		A	9,675	(4) 02/01/2027	Common Stock	9,675
Stock Option (right to buy)	\$ 21.27					(5) 02/01/2026	Common Stock	15,000
Stock Option (right to buy)	\$ 25.39					(5) 03/26/2025	Common Stock	15,000
Stock Option (right to buy)	\$ 14					(5) 07/30/2024	Common Stock	15,000

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 02/03/2017

**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

(1) 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.

(2) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

The restricted stock units vest as to 215 shares on May 1, 2017 and in two equal installments of 216 shares on August 1, 2017 and

(3) November 1, 2017. Vested shares will be delivered to the reporting person upon vesting, unless such vesting does not occur during an "open window period," in which case the shares will be delivered promptly following the first day of the next "open window period."

(4) The option becomes exercisable as to 4,837 shares on the date of the issuer's annual stockholder meeting, if any, held in the current fiscal year; the remainder will become exercisable on January 31, 2018.

(5) The option is immediately exercisable.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.