

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 *
Medici Frank

(Last) (First) (Middle)
475 STEAMBOAT ROAD
(Street)
GREENWICH, CT 06830
(City) (State) (Zip)

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

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/04/2014 | | C | V | Amount (1) (2) (3) (4) 14,045,290 A | I | See footnote (5) |
| Common Stock | 08/04/2014 | | X | | \$ 1.1 14,165,290 A | I | See footnote (5) |
| Common Stock | 08/04/2014 | | X | | \$ 1.8 14,195,290 A | I | See footnote (5) |
| Common Stock | 08/04/2014 | | X | | \$ 2.25 14,225,290 A | I | See footnote (5) |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|---------|------------|---|------------------|
| Common Stock | 08/04/2014 | | X | 30,000 | A | \$ 2.5 | 14,255,290 | I | See footnote (5) |
| Common Stock | 08/04/2014 | | X | 995,713 | A | \$ 0.01 | 15,251,003 | I | See footnote (5) |
| Common Stock | 08/04/2014 | | X | 143,147 | A | \$ 1.68 | 15,394,150 | I | See footnote (5) |
| Common Stock | 08/05/2014 | | P | 12,500 | A | \$ 14 | 12,500 | D | |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------------|---|-------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Series C Preferred Stock | (1) | 08/04/2014 | | C | | 5,174,644 | (1) | (1) | Common Stock | 7,15 |
| Series D-1 Preferred Stock | (2) | 08/04/2014 | | C | | 2,576,493 | (2) | (2) | Common Stock | 5,15 |
| Series D-2 Preferred Stock | (3) | 08/04/2014 | | C | | 400,000 | (3) | (3) | Common Stock | 909 |
| Series D-3 Preferred Stock | (4) | 08/04/2014 | | C | | 825,868 | (4) | (4) | Common Stock | 825 |
| Stock Option | \$ 1.1 | 08/04/2014 | | X | | 30,000 | | 03/26/2009 03/26/2019 | Common Stock | 30, |

| | | | | | | | | | | |
|-----------------------------|---------|------------|---|---------|------------|------------|--------------|------|--|--|
| (right to buy) | | | | | | | | | | |
| Stock Option (right to buy) | \$ 1.1 | 08/04/2014 | X | 30,000 | 01/07/2007 | 01/07/2017 | Common Stock | 30, | | |
| Stock Option (right to buy) | \$ 1.1 | 08/04/2014 | X | 30,000 | 01/07/2008 | 01/07/2018 | Common Stock | 30, | | |
| Stock Option (right to buy) | \$ 1.1 | 08/04/2014 | X | 30,000 | 04/15/2010 | 04/15/2020 | Common Stock | 30, | | |
| Stock Option (right to buy) | \$ 1.8 | 08/04/2014 | X | 30,000 | 04/29/2011 | 04/29/2021 | Common Stock | 30, | | |
| Stock Option (right to buy) | \$ 2.25 | 08/04/2014 | X | 30,000 | 04/26/2012 | 04/26/2022 | Common Stock | 30, | | |
| Stock Option (right to buy) | \$ 2.5 | 08/04/2014 | X | 30,000 | 05/09/2013 | 05/09/2023 | Common Stock | 30, | | |
| Warrant (right to buy) | \$ 0.01 | 08/04/2014 | X | 813,713 | 05/21/2007 | 05/21/2017 | Common Stock | 813, | | |
| Warrant (right to buy) | \$ 1.68 | 08/04/2014 | X | 143,147 | 02/07/2008 | 02/07/2018 | Common Stock | 143, | | |
| Warrant (right to buy) | \$ 0.01 | 08/04/2014 | X | 182,000 | 08/11/2011 | 08/11/2016 | Common Stock | 182, | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Medici Frank 475 STEAMBOAT ROAD GREENWICH, CT 06830 | X | | | |

Signatures

/s/ Frank Medici

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 C Preferred Stock automatically converted into shares of common stock on a 1-for-1.383157180 basis and had no expiration date.
- (2) The Series D-1 Preferred Stock automatically converted into shares of common stock on a 1-for-2 basis and had no expiration date.
- (3) The Series D-2 Preferred Stock automatically converted into shares of common stock on a 1-for-2.272727270 basis and had no expiration date.
- (4) The Series D-3 Preferred Stock automatically converted into shares of common stock on a 1-for-1 basis and had no expiration date.
- (5) All securities are held of record by Berkley Capital Investors, L.P., a Delaware limited partnership ("Berkley Investors"). Berkley Capital, LLC, a Delaware limited liability company ("Berkley Capital") is the general partner of Berkley Investors. The reporting person is an officer of Berkley Capital. The reporting person disclaims beneficial ownership of the securities held by Berkley Investors and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purposes.

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.